

# Exhibit A

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE

FEDERAL TRADE COMMISSION,

Plaintiff,

v.

AMAZON.COM, INC., *et al.*,

Defendants.

**Case No. 2:23-cv-0932-JHC**

**DECLARATION OF ADAM ROTTNER**

(Pursuant to 28 U.S.C. § 1746)

I, Adam Rottner, hereby state that I have personal knowledge of the facts set forth below.

If called as a witness, I could and would testify as follows:

1. I am a United States citizen and am over eighteen years of age. I am employed by the Federal Trade Commission (“FTC” or the “Commission”) as a Senior Investigator in the Division of Enforcement, Bureau of Consumer Protection. My office address is 600 Pennsylvania Avenue, NW, Washington, DC 20580.
2. A number of attachments are included with this declaration. In accordance with FTC procedures and this Court’s rules, information from some of these attachments may have been redacted in order to protect sensitive information such as financial account numbers, personally identifiable information, and FTC undercover identities.
3. Consistent with Local Rule 10(e)(10), orange highlighting has been added to the attachments to indicate excerpts referenced in this declaration or the accompanying



1 motion. Blue highlighting represents material that is being filed under seal and will be  
 2 redacted in the public version of this declaration.

3 **THE MAY 4, 2021 MEMO AND MAY 6, 2021 MEETING**

- 4 4. As stated in the June 18, 2023 Declaration of Adam Rottner (Dkt. #90-2 at 26-332), I  
 5 refer to document “IC-1” in the *in camera* document set provided by the FTC to the  
 6 Court as the “May 4 Memo” (Amazon-FTC-CID\_09246136).
- 7 5. Based on a review of documents produced by Amazon, it is my understanding that the  
 8 file name for the May 4 Memo is “Prime Account CX Satisfaction – Privileged &  
 9 Confidential.” I searched Amazon’s productions and found that the latest version of that  
 10 document produced by Amazon was dated April 29, 2021. That copy, which contained  
 11 no redactions, was attached to an April 29, 2021 Chime chat with the title, “Chat with  
 12 ‘Maheshwari, Siddharth’ mahesidd@amazon.com and 25 more addresses, Pre-Clark  
 13 Review: Prime Account CX Satisfaction (Privileged & Confidential) – Chat.” A true and  
 14 correct copy of the April 29, 2021 Chime chat and attached version of the May 4 Memo  
 15 is attached hereto as **Attachment 1**.
- 16 6. The following documents, found in the *in camera* document set, have been identified by  
 17 Amazon as versions of what Amazon has described as a “presentation” prepared for a  
 18 July 14, 2021 meeting—IC-5, IC-18, IC-19, IC-20, IC-21. Dkt. #52 ¶¶ 19, 23. Based on  
 19 my prior declaration (Dkt. #90-2 at 326-32), all of these documents were originally  
 20 produced by Amazon, without redactions, in the investigation leading to this case.
- 21 7. On November 22, 2022, during the course of its investigation, FTC counsel sent an email  
 22 to Amazon counsel identifying three messages in AMZN\_00102776 (IC-9) as potentially  
 23 privileged. Dkt. #90-2 at 247. Amazon clawed back the document and provided a

1 replacement version with 19 messages redacted. On January 12, 2024 Amazon produced  
2 another version of IC-9 that unredacted six of the messages previously redacted, leaving a  
3 total of 13 messages redacted. A true and correct copy of the January 12, 2024 version of  
4 IC-9 is attached hereto as **Attachment 2**.

- 5 8. On October 24, 2023, FTC counsel sent an email to Amazon counsel that, among other  
6 things, asked who authored the documents described as the “July 14 Memo” and “July 14  
7 Presentation” in the FTC’s Motion to Compel. I reviewed Amazon’s November 17,  
8 2023 letter response and confirmed that it did not answer the question of authorship. A  
9 true and correct copy of the October 24, 2023 FTC email and November 17, 2023  
10 Amazon letter response are attached hereto as **Attachments 3 and 4**, respectively.
- 11 9. On January 17, 2023, the FTC conducted an investigational hearing of Amazon employee  
12 Omar Kalim. Counsel for the FTC marked an April 21, 2022 email (AMZN\_00143228,  
13 IC-27) as exhibit 13 and questioned Mr. Kalim about the paragraphs in the email labeled  
14 CX Satisfaction Upsell and CX Satisfaction Cancel. There were six attorneys who also  
15 represented Amazon that were present at the hearing on behalf of Mr. Kalim. None of  
16 those attorneys raised a privilege objection to IC-27.
- 17 10. On February 7, 2023 Amazon clawed back AMZN\_00143228, which was Exhibit 13 at  
18 the Kalim investigational hearing. Amazon later reproduced that document with  
19 redactions applied to the same “CX Satisfaction Cancel” paragraph about which FTC  
20 counsel had questioned Mr. Kalim. A true and correct copy of a re-produced version of  
21 this document, bearing Bates number AMZN-PRM-FTC-000000190, is attached hereto  
22 as **Attachment 5**.
- 23

- 1 11. My previous declaration attached an email chain that included an email from Nahshon  
2 Davidai dated October 27, 2020. Dkt. #90-2 at 193. Based on his LinkedIn profile, at the  
3 time Mr. Davidai sent the email, he was Amazon's Director of Prime Member Growth.  
4 Other than the attorney (Susan Kremer) added to the email chain by Mr. Davidai, none of  
5 the other email recipients have been identified by Amazon as attorneys.
- 6 12. On February 7, 2023, Amazon clawed back Amazon-FTC-CID\_09389533 (IC-37), which  
7 originally had been produced without redactions. My understanding is that on February  
8 14, 2023, Amazon produced a new copy of this document, with privilege redactions.

9 **OTHER DOCUMENTS**

- 10 13. Attached hereto as **Attachment 6** is a true and correct copy of Amazon's Objections and  
11 Responses to Plaintiff's First Set of Requests for Production of Documents, dated  
12 September 5, 2023.
- 13 14. Attached hereto as **Attachment 7** is a true and correct excerpt of an email chain between  
14 the FTC and Amazon's counsel with the title, "RE: FTC v. Amazon.com, Inc., et al., No.  
15 2:23-cv-00932-JHC (W.D. Wash.)." The most recent email in this chain excerpt is dated  
16 January 19, 2024.
- 17 15. Attached hereto as **Attachment 8** is a true and correct excerpt of an email chain between  
18 the FTC and Amazon's counsel with the title, "Re: FTC v. Amazon.com, Inc., et al., No.  
19 2:23-cv-00932-JHC (W.D. Wash.)." The most recent email in this chain excerpt is dated  
20 January 23, 2024.
- 21 16. Attached hereto as **Attachment 9** is a true and correct copy of a document produced by  
22 Amazon to the FTC beginning with Bates number AMZN\_00022853.  
23

- 1 17. Attached hereto as **Attachment 10** is a true and correct copy of a document produced by  
2 Amazon to the FTC beginning with Bates number AMZN\_00045704.
- 3 18. Attached hereto as **Attachment 11** is a true and correct copy of a document produced by  
4 Amazon to the FTC beginning with Bates number AMZN\_00045916. Amazon has not  
5 identified the sender of Attachment 11 as an attorney. Amazon has only identified two of  
6 Attachment 11's 30 recipients as attorneys. Attachment 11 also includes a list of people  
7 invited to the July 14, 2021 meeting. Amazon has only identified two of the 22 invitees  
8 as attorneys.
- 9 19. Attached hereto as **Attachment 12** is a true and correct copy of a document produced by  
10 Amazon to the FTC beginning with Bates number AMZN\_00099452.
- 11 20. Attached hereto as **Attachment 13** is a true and correct excerpt of a document produced  
12 by Amazon to the FTC beginning with Bates number AMZN\_00103138. The excerpt  
13 begins at page AMZN\_00103141.
- 14 21. Attached hereto as **Attachment 14** is a true and correct copy of a document produced by  
15 Amazon to the FTC beginning with Bates number AMZN\_00103325.
- 16 22. Attached hereto as **Attachment 15** is a true and correct copy of a document produced by  
17 Amazon to the FTC beginning with Bates number AMZN\_00107862.
- 18 23. Attached hereto as **Attachment 16** is a true and correct copy of a document produced by  
19 Amazon to the FTC beginning with Bates number AMZN\_00171492.
- 20 24. Attached hereto as **Attachment 17** is a true and correct copy of a document produced by  
21 Amazon to the FTC beginning with Bates number AMZN-PRM-FTC-000000001.  
22 Attachment 17 is a July 14, 2021 chat thread that appears to attach copies of the July 14  
23

1 Memo and July 14 Presentation. My understanding is that neither participant in the chat  
2 thread is an attorney.

3 25. Attached hereto as **Attachment 18** is a true and correct copy of a document produced by  
4 Amazon to the FTC beginning with Bates number Amazon-FTC-CID\_09389533.

5 26. Attached hereto as **Attachment 19** is true and correct copy of transcript excerpts from the  
6 August 16, 2022 investigational hearing of Reid Nelson.

7 27. Attached hereto as **Attachment 20** is true and correct copy of transcript excerpts from the  
8 January 17, 2023 investigational hearing of Omar Kalim.

9  
10  
11 I declare under penalty of perjury that the foregoing is true and correct.  
12

13  
14 Executed on January 25, 2024



Adam Rottner

# Attachment 1

# Chat with "Maheshwari, Siddharth" <mahesidd@amazon.com> and 25 more addresses

Pre-Clark Review: Prime Account CX Satisfaction (Privileged & Confidential) - Chat

Earliest item: 2021-04-29 12:59:03

Latest item: 2021-04-29 14:16:01

## All Parties:

Leung, Lisa <lileung@amazon.com>  
 England, Mark <marengl@amazon.co.uk>  
 Coleman, Taft <taftcole@amazon.com>  
 Srinivasan, Bharath <bharaths@amazon.com>  
 Baidwan, Nikki <nikbai@amazon.com>  
 Balakrishnan, Sanjay <bsanjay@amazon.co.uk>  
 Filippis, Tommaso <tomfil@amazon.lu>  
 Boulis, Anthony <boulis@amazon.com>  
 Singh, Manish <singm@amazon.com>  
 Soni (Finance), Shraddha <sdsoni@amazon.com>  
 Davidai, Nahshon <ndavidai@amazon.com>  
 Hills, Benjamin <bhills@amazon.com>  
 Goeltz, Benjamin <bgoeltz@amazon.com>  
 Tuladhar, Praju <tuladhar@amazon.com>  
 Amazon Chime <chime+meeting-bot-2@chime.aws>  
 Monachese, Raffaella <raffamon@amazon.it>  
 Meeting (Bot) <meeting@chime.bot>  
 Muus, Katey <kateymuu@amazon.com>  
 Schmitz, Erik <eschmitz@amazon.lu>  
 Maheshwari, Siddharth <mahesidd@amazon.com>  
 Gotschall, Mary Pat <marypat@amazon.com>  
 Ghani, Jamil <ghanijam@amazon.com>  
 Hankin, Jediah <jediahh@amazon.com>  
 Moeller, Caroline <cmmoell@amazon.com>  
 Nelson, Reid <reidn@amazon.com>  
 Mason, Llew <llmason@amazon.com>

Thursday 29 April 2021

Hankin, Jediah <jediahh@amazon.com>

MEMBER ADD

12:59:03

Maheshwari, Siddharth <mahesidd@amazon.com>

MEMBER ADD

12:59:03

Singh, Manish <singm@amazon.com>

MEMBER ADD

12:59:03

Balakrishnan, Sanjay <bsanjay@amazon.co.uk>

MEMBER ADD

12:59:03

Moeller, Caroline <cmmoell@amazon.com>

MEMBER ADD

12:59:03

Ghani, Jamil <ghanijam@amazon.com>

MEMBER ADD

12:59:03

Davidai, Nahshon <ndavidai@amazon.com>

MEMBER ADD

12:59:03

Nelson, Reid <reidn@amazon.com>

MEMBER ADD

12:59:03

CONFIDENTIAL TREATMENT REQUESTED

AMZN\_00092943



**Boulis, Anthony <boulis@amazon.com>**

MEMBER ADD

12:59:03

**Srinivasan, Bharath <bharaths@amazon.com>**

MEMBER ADD

12:59:03

**Monachese, Raffaella <raffamon@amazon.it>**

MEMBER ADD

12:59:03

**Muus, Katey <kateymuu@amazon.com>**

MEMBER ADD

12:59:03

**Filippis, Tommaso <tomfil@amazon.lu>**

MEMBER ADD

12:59:03

**Tuladhar, Praju <tuladhar@amazon.com>**

MEMBER ADD

12:59:03

**Baidwan, Nikki <nikbai@amazon.com>**

MEMBER ADD

12:59:03

**Schmitz, Erik <eschmitz@amazon.lu>**

MEMBER ADD

12:59:03

**Leung, Lisa <lileung@amazon.com>**

MEMBER ADD

12:59:03

**Hills, Benjamin <bhills@amazon.com>**

MEMBER ADD

12:59:03

**Coleman, Taft <taftcole@amazon.com>**

MEMBER ADD

12:59:03

**Mason, Llew <llmason@amazon.com>**

MEMBER ADD

12:59:03

**England, Mark <marengl@amazon.co.uk>**

MEMBER ADD

12:59:03

**Meeting (Bot) <meeting@chime.bot>**

MEMBER ADD

12:59:04

**Soni (Finance), Shraddha <sdsoni@amazon.com>**

MEMBER ADD

12:59:04

**Gotschall, Mary Pat <marypat@amazon.com>**

MEMBER ADD

12:59:04

**Goeltz, Benjamin <bgoeltz@amazon.com>**

MEMBER ADD

13:00:45

**Balakrishnan, Sanjay <bsanjay@amazon.co.uk>**

morning nikki! would you happen to have a word version ?

13:00:56

**Balakrishnan, Sanjay <bsanjay@amazon.co.uk>**

much appreciated!

13:01:40

**Mason, Llew <llmason@amazon.com>**

Hey

13:02:33

**Mason, Llew <llmason@amazon.com>**

Reading nwo

CONFIDENTIAL TREATMENT REQUESTED

AMZN\_00092944



13:02:37

**Baidwan, Nikki <nikbai@amazon.com>**

Word version attached here

[Prime Account CX Satisfaction-Privileged & Confidential.docx](#)Prime Account CX Satisfaction-Privileged & Confidential.docx - This file type is not supported for embedded threading.  
See attached child.

13:04:32

**Balakrishnan, Sanjay <bsanjay@amazon.co.uk>**

thank you

13:08:53

**Ghani, Jamil <ghanijam@amazon.com>**

yes pls

13:26:09

**Balakrishnan, Sanjay <bsanjay@amazon.co.uk>**

2 mins pls

13:26:10

**Ghani, Jamil <ghanijam@amazon.com>**

ready

13:28:09

**Mason, Llew <llmason@amazon.com>**

Ready

13:28:16

**Amazon Chime <chime+meeting-bot-2@chime.aws>**

MEMBER ADD

13:31:35

**Amazon Chime <chime+meeting-bot-2@chime.aws>**

Gotschall, Mary Pat raised a hand.

13:31:35

**Amazon Chime <chime+meeting-bot-2@chime.aws>**

Gotschall, Mary Pat lowered a hand.

13:32:47

**Amazon Chime <chime+meeting-bot-2@chime.aws>**

Balakrishnan, Sanjay raised a hand.

13:37:32

**Amazon Chime <chime+meeting-bot-2@chime.aws>**

Tuladhar, Praju raised a hand.

13:37:54

**Amazon Chime <chime+meeting-bot-2@chime.aws>**

/md \*\*Raise hand queue\*\*

Balakrishnan, Sanjay

Tuladhar, Praju

\*Listed by Tuladhar, Praju\*

13:37:59

**Hills, Benjamin <bhills@amazon.com>**

+1 to that, agree

13:38:02

**Hills, Benjamin <bhills@amazon.com>**

agree to that as well

13:40:21

**Amazon Chime <chime+meeting-bot-2@chime.aws>**

Leung, Lisa raised a hand.

13:40:42

**Amazon Chime <chime+meeting-bot-2@chime.aws>**

/md \*\*Raise hand queue\*\*

Balakrishnan, Sanjay

Tuladhar, Praju

Leung, Lisa

\*Listed by Hills, Benjamin\*

13:42:32

**Hills, Benjamin <bhills@amazon.com>**

agree

13:44:18

CONFIDENTIAL TREATMENT REQUESTED

AMZN\_00092945

**Amazon Chime <chime+meeting-bot-2@chime.aws>**

Leung, Lisa lowered a hand.

13:50:27

**Amazon Chime <chime+meeting-bot-2@chime.aws>**

Nelson, Reid raised a hand.

13:51:43

**Gotschall, Mary Pat <marypat@amazon.com>**

+1 on both comments (trust and NPS isn't a reliable indicator)

13:52:38

**Nelson, Reid <reidn@amazon.com>**

(I did see "I love this membership program" for Non-Prime customers in XCM brand tracker btw)

13:55:05

**Amazon Chime <chime+meeting-bot-2@chime.aws>**

Nelson, Reid lowered a hand.

13:56:14

**Mason, Llew <llmason@amazon.com>**

+1

13:57:11

**Amazon Chime <chime+meeting-bot-2@chime.aws>**

/md \*\*Raise hand queue\*\*

Balakrishnan, Sanjay

Tuladhar, Praju

\*Listed by Balakrishnan, Sanjay\*

13:57:42

**Amazon Chime <chime+meeting-bot-2@chime.aws>**

Balakrishnan, Sanjay lowered a hand.

13:57:44

**Amazon Chime <chime+meeting-bot-2@chime.aws>**

Balakrishnan, Sanjay raised a hand.

13:57:45

**Amazon Chime <chime+meeting-bot-2@chime.aws>**

Balakrishnan, Sanjay lowered a hand.

13:57:47

**Nelson, Reid <reidn@amazon.com>**

One final thought: How does Prime Tenet 9 inform these debates? "Prime doesn't impede innovation or improvements for non-Prime customers."

[https://w.amazon.com/bin/view/AmazonPrime/Prime\\_Tenets/](https://w.amazon.com/bin/view/AmazonPrime/Prime_Tenets/)

14:04:32

**Hills, Benjamin <bhills@amazon.com>**

we have EU in the benchmarking

14:11:57

**Ghani, Jamil <ghanijam@amazon.com>**

i need to drop. Thank you. sent my notes by email

14:12:59

**Srinivasan, Bharath <bharaths@amazon.com>**

I need to drop too

14:15:25

**Schmitz, Erik <eschmitz@amazon.lu>**

MEMBER REMOVE

14:16:00

**Leung, Lisa <lileung@amazon.com>**

MEMBER REMOVE

14:16:00

**Maheshwari, Siddharth <mahesidd@amazon.com>**

MEMBER REMOVE

14:16:00

**Singh, Manish <singm@amazon.com>**

MEMBER REMOVE

14:16:00

**Baidwan, Nikki <nikbai@amazon.com>**

MEMBER REMOVE

14:16:00

CONFIDENTIAL TREATMENT REQUESTED

AMZN\_00092946

<b>Mason, Llew</b> <llmason@amazon.com> MEMBER REMOVE	14:16:00
<b>Davidai, Nahshon</b> <ndavidai@amazon.com> MEMBER REMOVE	14:16:00
<b>Ghani, Jamil</b> <ghanijam@amazon.com> MEMBER REMOVE	14:16:00
<b>Boulis, Anthony</b> <boulis@amazon.com> MEMBER REMOVE	14:16:00
<b>Meeting (Bot)</b> <meeting@chime.bot> MEMBER REMOVE	14:16:00
<b>Srinivasan, Bharath</b> <bharaths@amazon.com> MEMBER REMOVE	14:16:00
<b>Filippis, Tommaso</b> <tomfil@amazon.lu> MEMBER REMOVE	14:16:00
<b>Hankin, Jediah</b> <jediahh@amazon.com> MEMBER REMOVE	14:16:00
<b>Gotschall, Mary Pat</b> <marypat@amazon.com> MEMBER REMOVE	14:16:00
<b>Hills, Benjamin</b> <bhills@amazon.com> MEMBER REMOVE	14:16:00
<b>Goeltz, Benjamin</b> <bgoeltz@amazon.com> MEMBER REMOVE	14:16:00
<b>Tuladhar, Praju</b> <tuladhar@amazon.com> MEMBER REMOVE	14:16:00
<b>Moeller, Caroline</b> <cmmoell@amazon.com> MEMBER REMOVE	14:16:00
<b>Soni (Finance), Shraddha</b> <sdsoni@amazon.com> MEMBER REMOVE	14:16:01
<b>Nelson, Reid</b> <reidn@amazon.com> MEMBER REMOVE	14:16:01
<b>Coleman, Taft</b> <taftcole@amazon.com> MEMBER REMOVE	14:16:01
<b>England, Mark</b> <marengl@amazon.co.uk> MEMBER REMOVE	14:16:01
<b>Amazon Chime</b> <chime+meeting-bot-2@chime.aws> MEMBER REMOVE	14:16:01
<b>Muus, Katey</b> <kateymuu@amazon.com> MEMBER REMOVE	14:16:01
<b>Monachese, Raffaella</b> <raffamon@amazon.it> MEMBER REMOVE	14:16:01
<b>Balakrishnan, Sanjay</b> <bsanjay@amazon.co.uk> MEMBER REMOVE	

CONFIDENTIAL TREATMENT REQUESTED

AMZN\_00092947



14:16:01

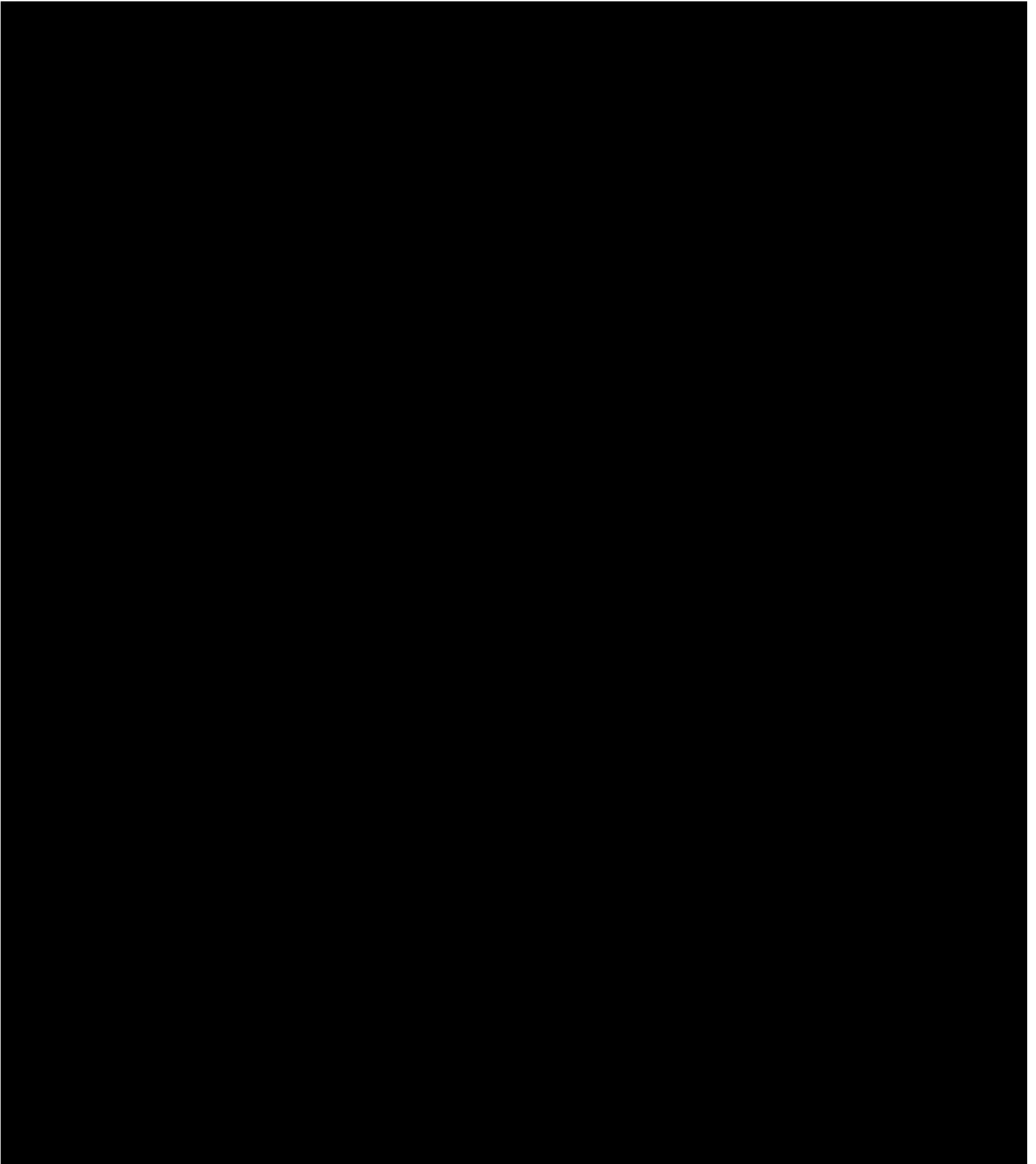
End Thread

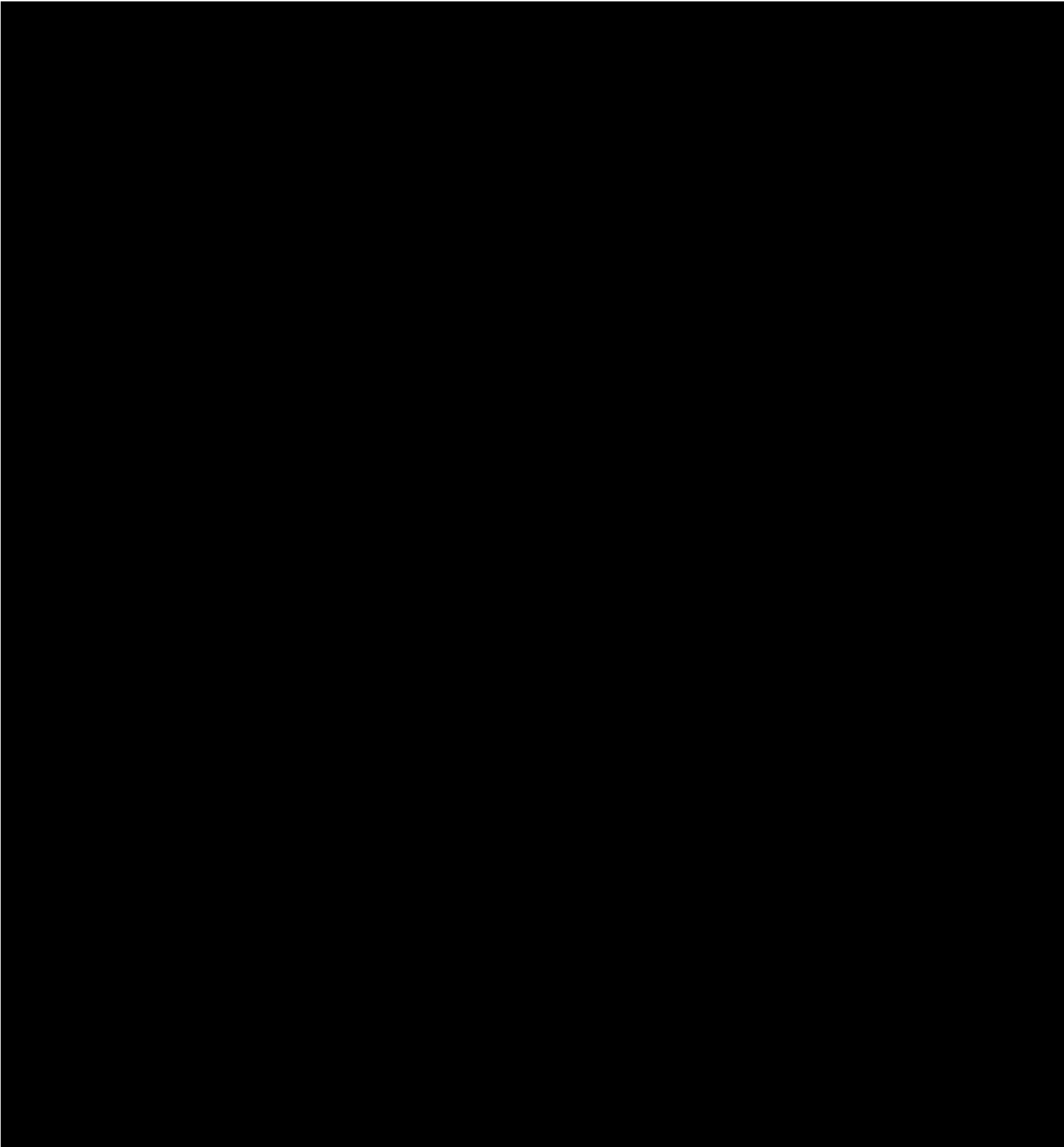
**Thread Statistics**

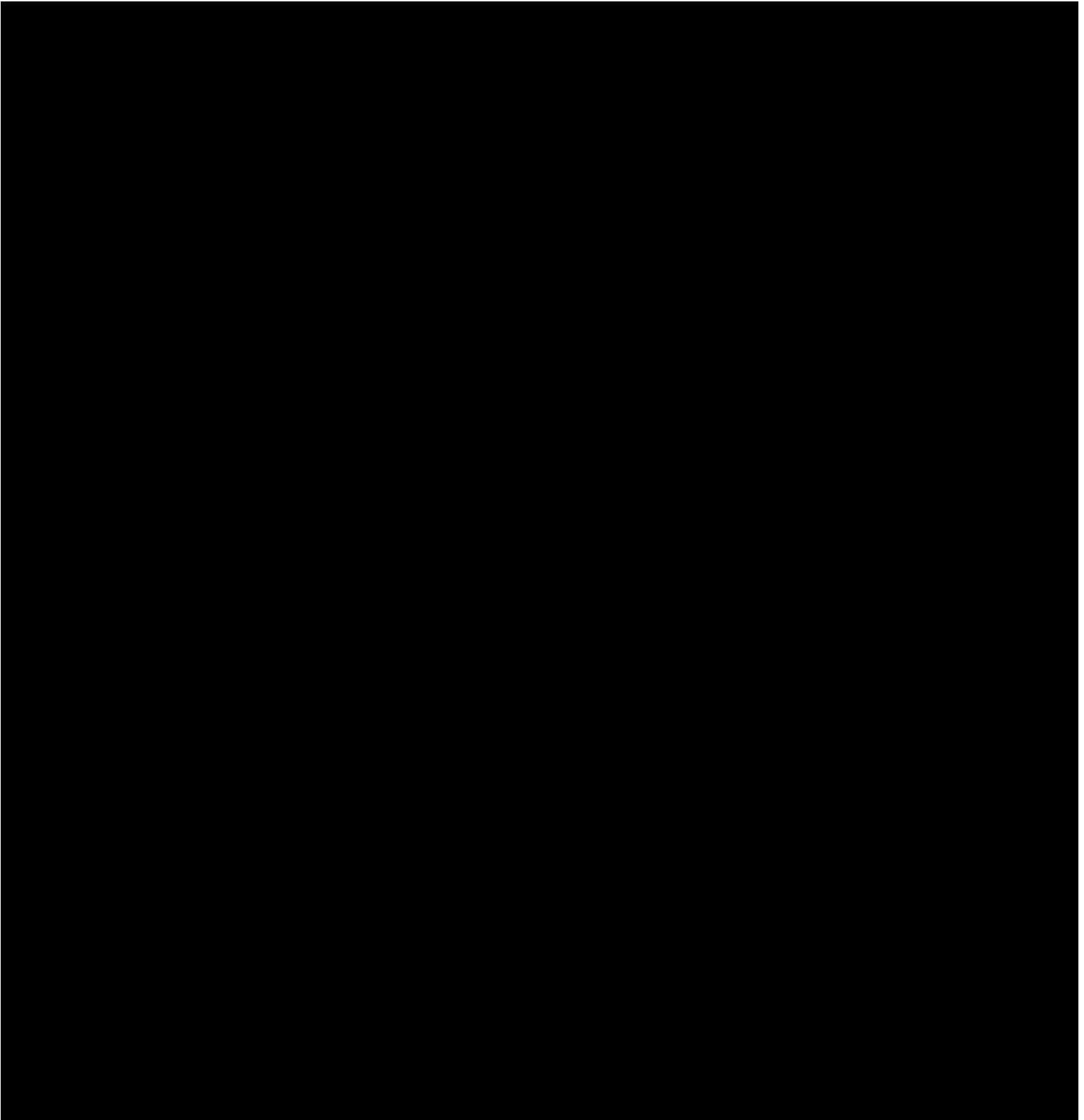
Thread Item Count 86

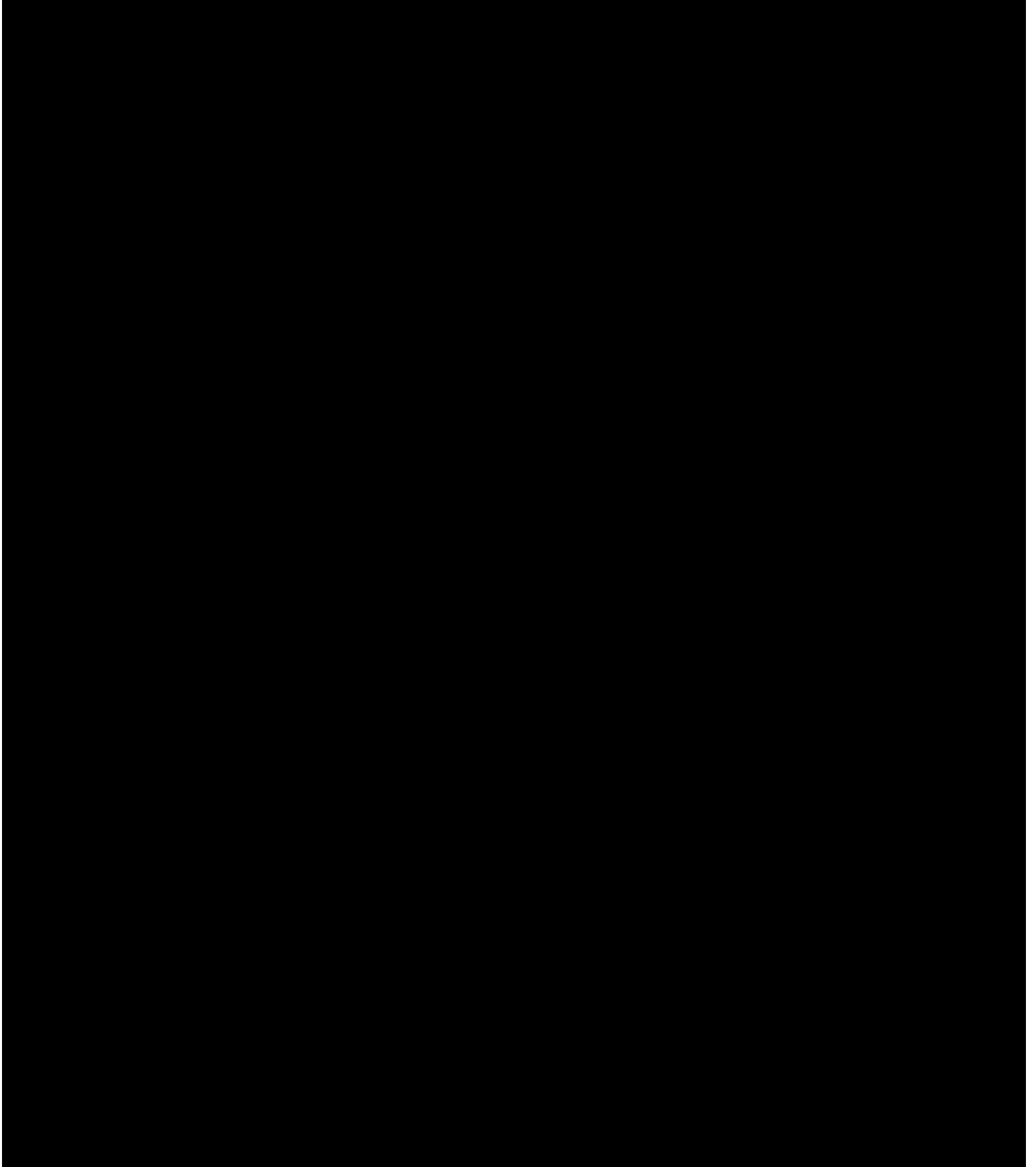
Participation Event Count 52

Instant Message Count 34

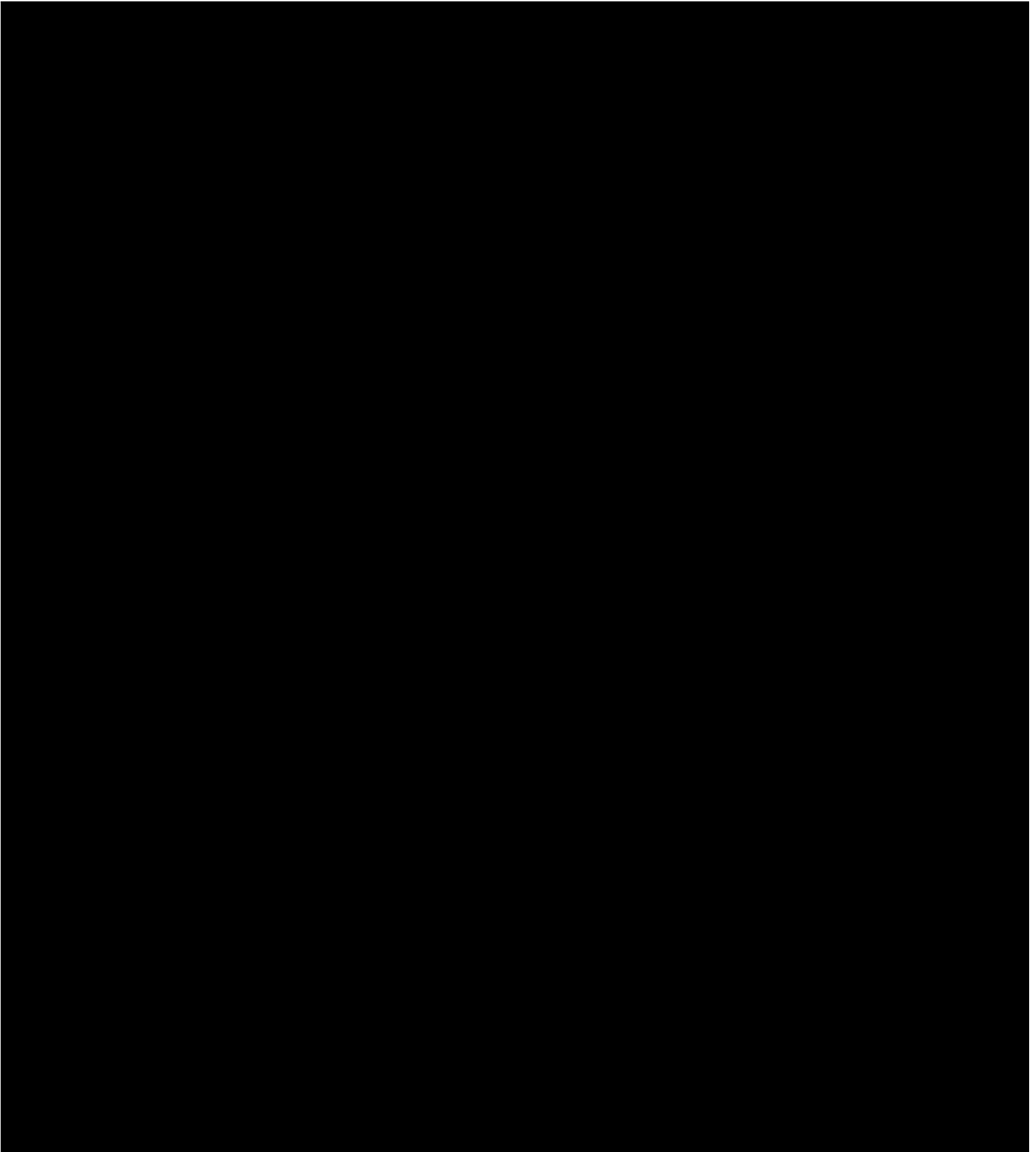


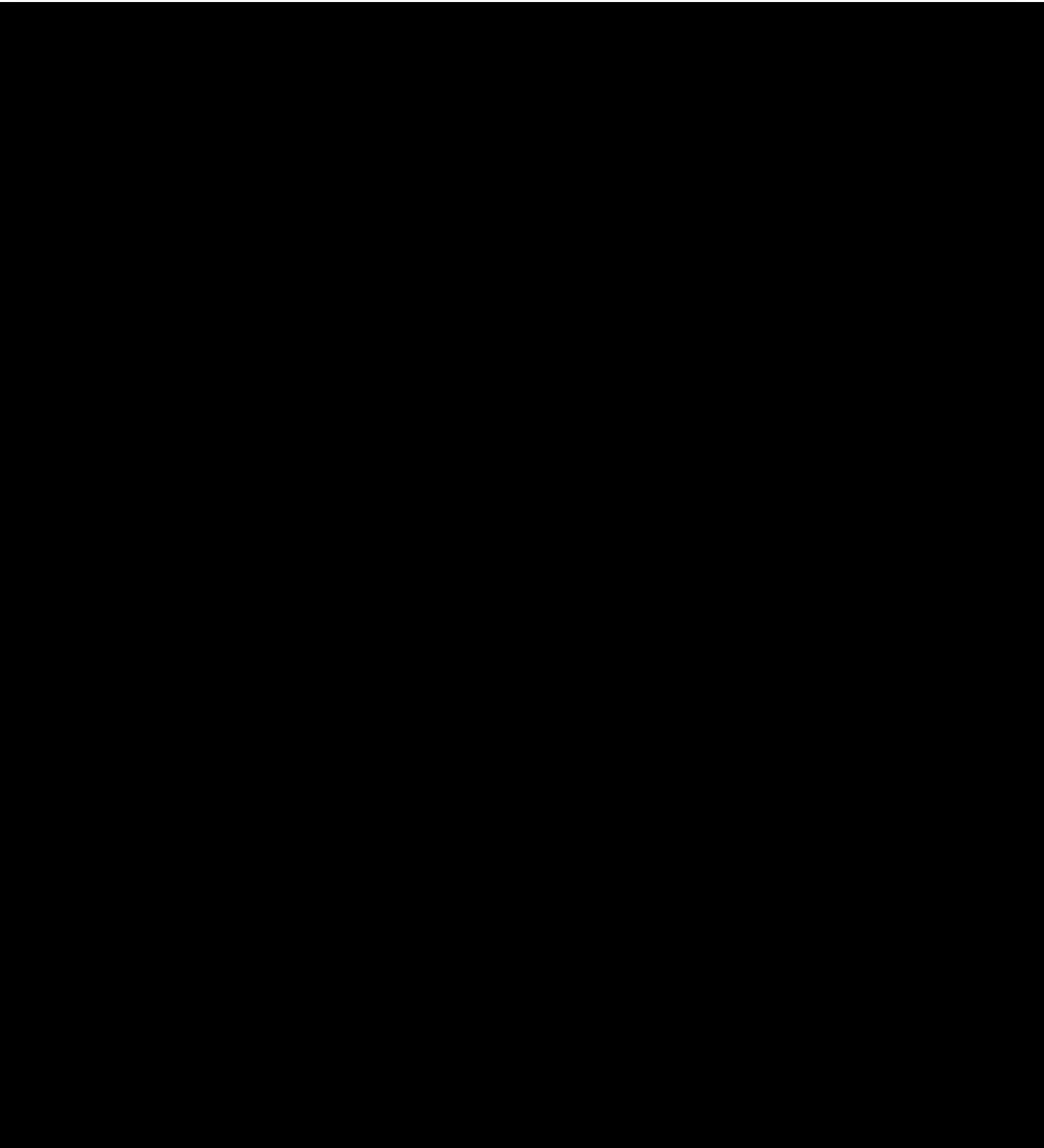




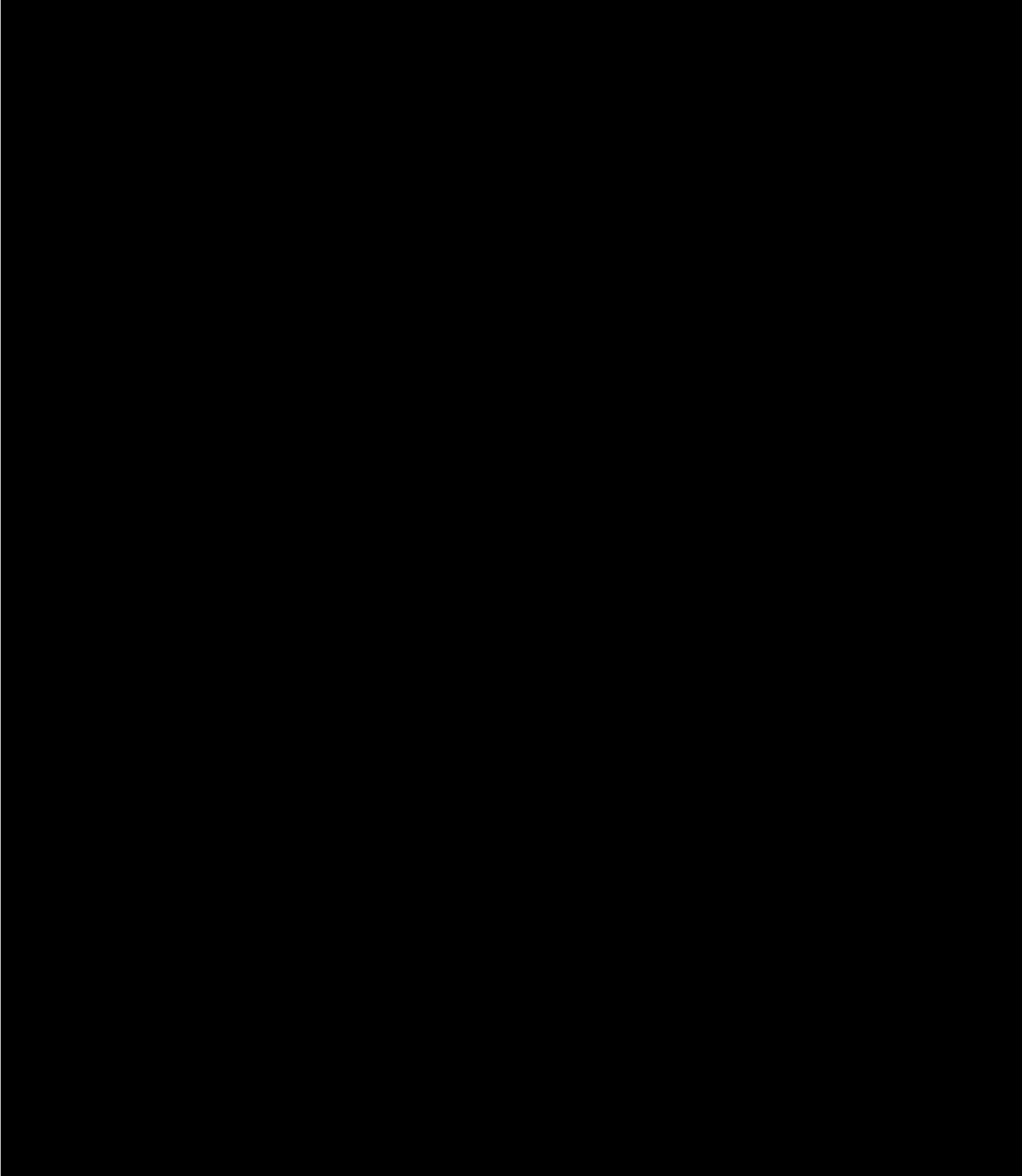


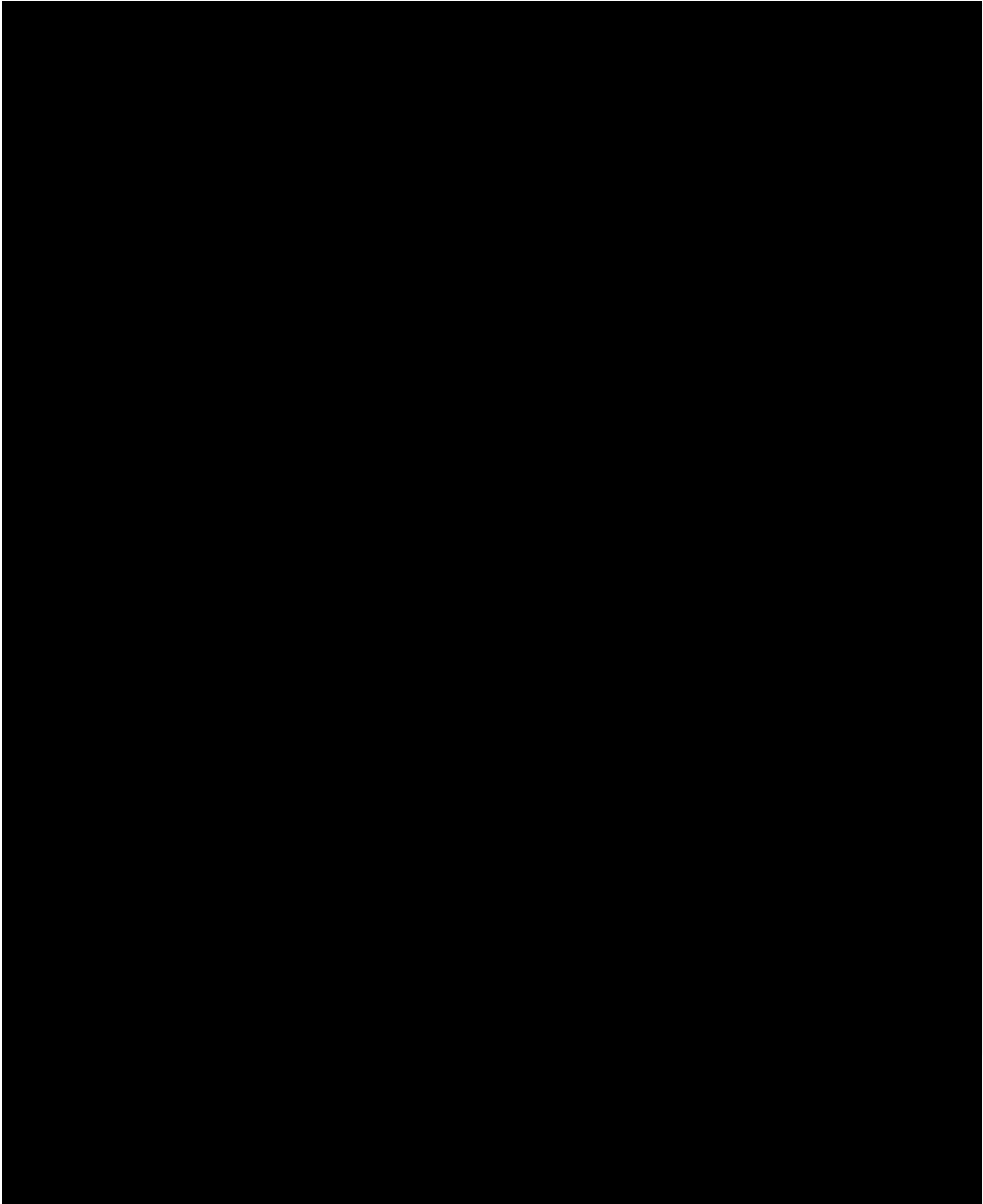






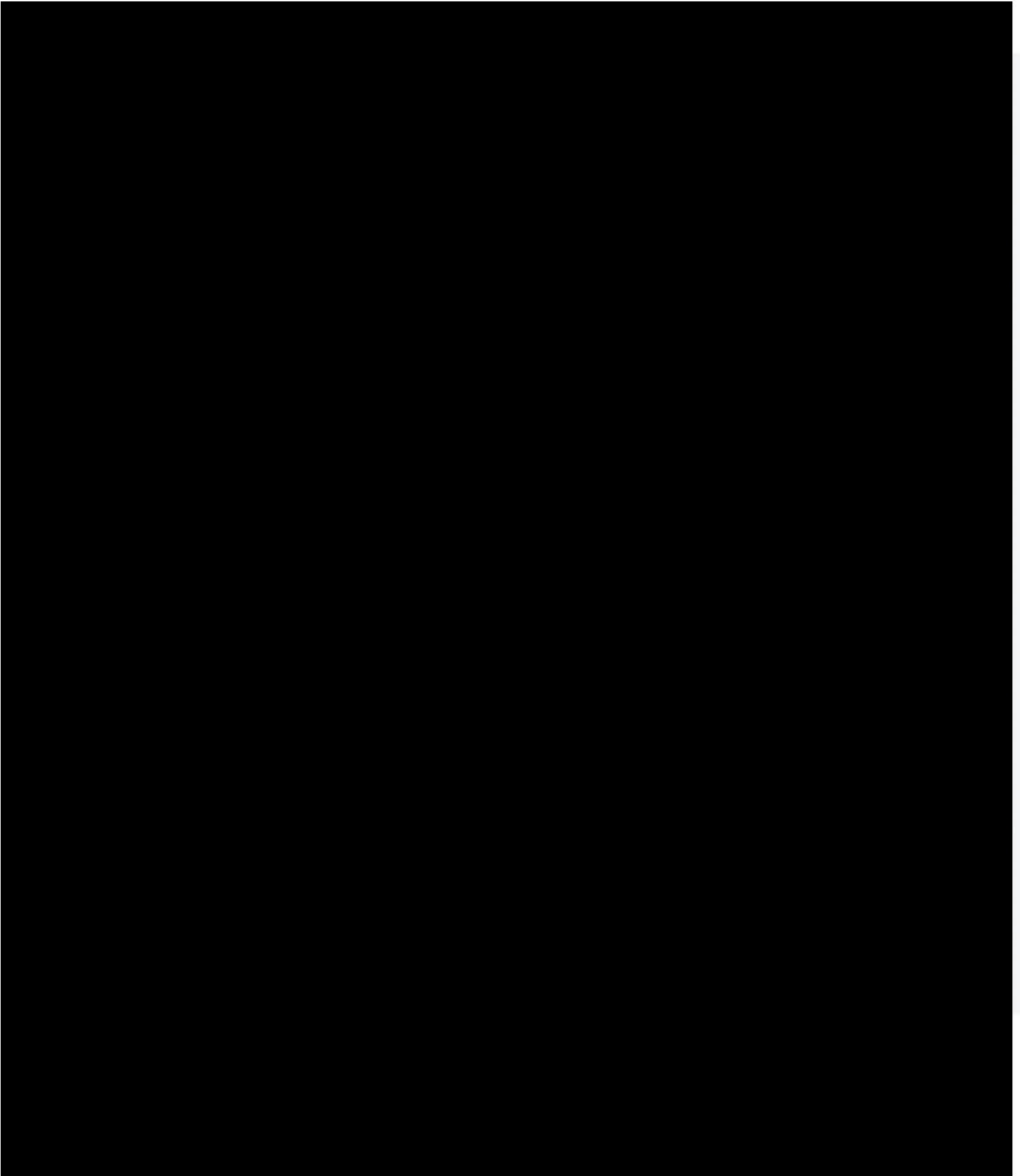






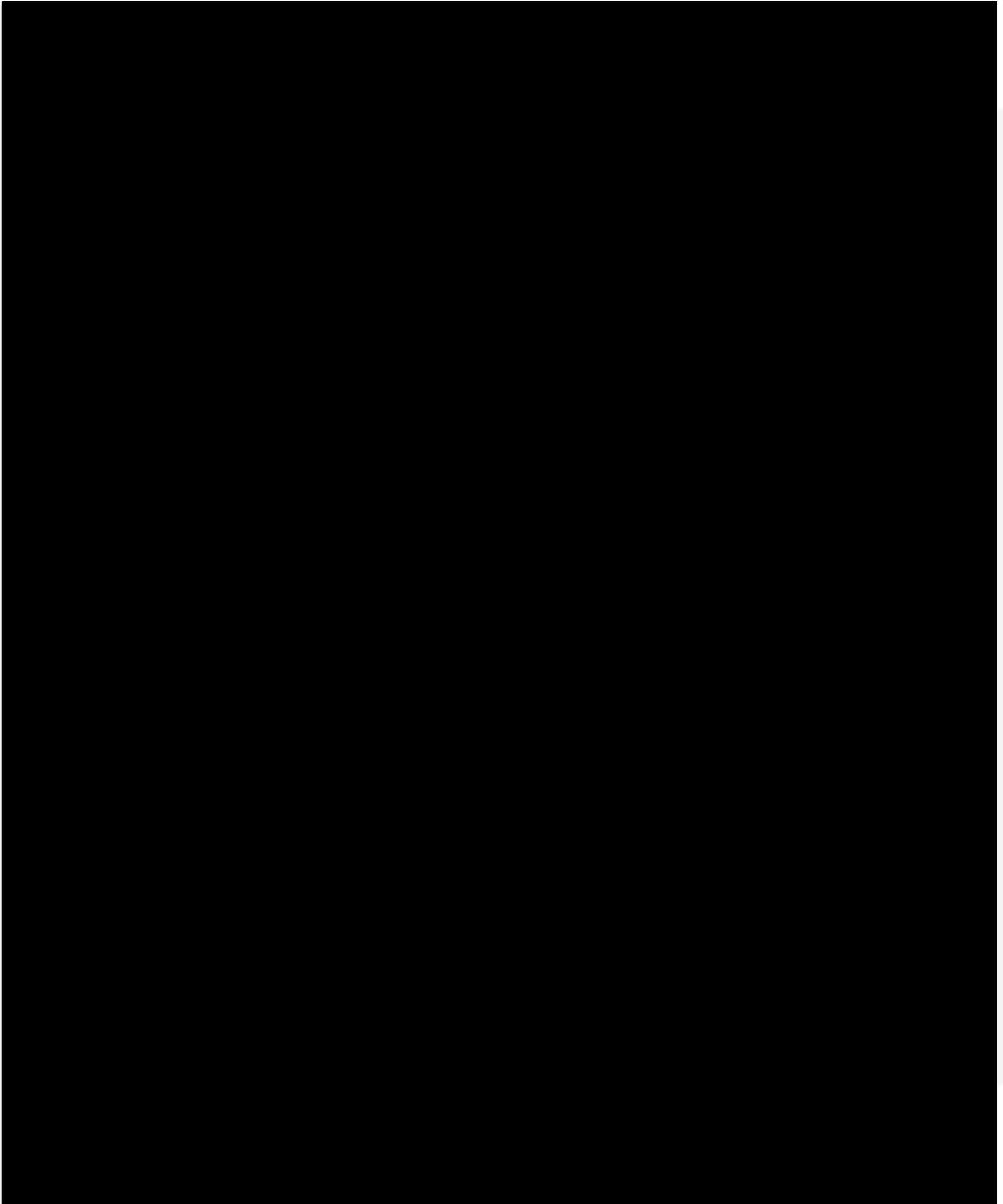
CONFIDENTIAL TREATMENT REQUESTED

AMZN\_00092957



CONFIDENTIAL TREATMENT REQUESTED

AMZN\_00092958



AMZN\_00092960

CONFIDENTIAL TREATMENT REQUESTED



AMZN\_00092961

CONFIDENTIAL TREATMENT REQUESTED

AMZN\_00092962

CONFIDENTIAL TREATMENT REQUESTED

AMZN\_00092963

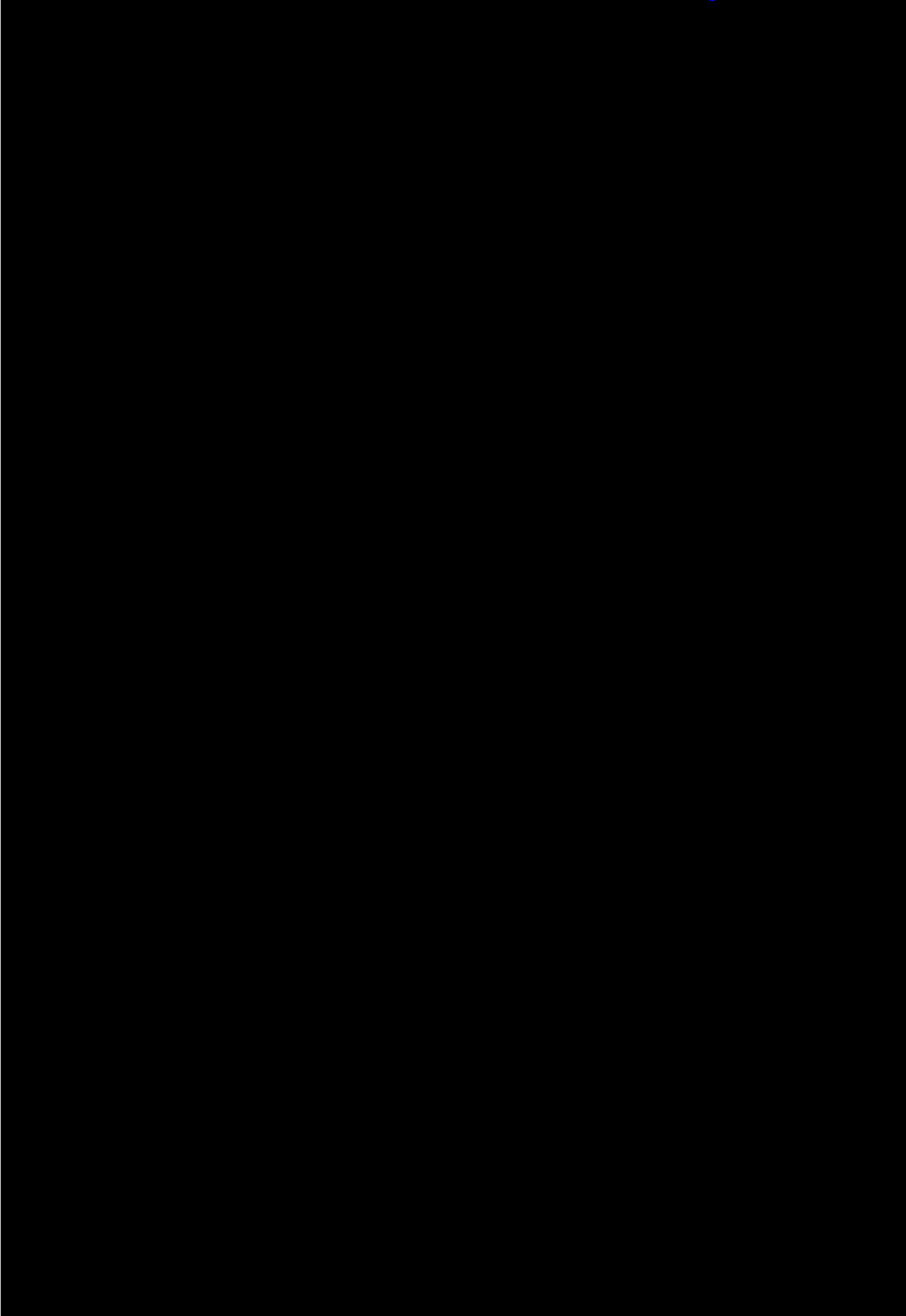
CONFIDENTIAL TREATMENT REQUESTED

AMZN\_00092964

CONFIDENTIAL TREATMENT REQUESTED

AMZN\_00092965

CONFIDENTIAL TREATMENT REQUESTED



AMZN\_00092966

CONFIDENTIAL TREATMENT REQUESTED

# Attachment 2

# Chat with "Moeller, Caroline"

## <cmmoell@amazon.com> on October 5, 2020

cmmoell@amazon.com & reidn@amazon.com

Earliest item: 2020-10-05 14:58:34

Latest item: 2020-10-05 17:24:32

All Parties:

Nelson, Reid <reidn@amazon.com>

Moeller, Caroline <cmmoell@amazon.com>

Monday 05 October 2020

Nelson, Reid <reidn@amazon.com>

Hey! Heads up!

14:58:34

Nelson, Reid <reidn@amazon.com>

We're moving our VP review to later in Nov

14:58:40

Nelson, Reid <reidn@amazon.com>

Totally screwed up and scheduled it THE DAY AFTER THE ELECTION

14:58:55

Moeller, Caroline <cmmoell@amazon.com>

hahah

14:58:58

Moeller, Caroline <cmmoell@amazon.com>

understandable!!

14:59:05

Nelson, Reid <reidn@amazon.com>

Can you imagine??

14:59:10

Nelson, Reid <reidn@amazon.com>

I mean, people are either going to be really bummed, or really happy, and many people likely hungover

14:59:28

Moeller, Caroline <cmmoell@amazon.com>

the day after the 2016 election was so depressing at work... you would not have people in a good headspace

14:59:36

Nelson, Reid <reidn@amazon.com>

Sooooooooo depressing

14:59:42

Moeller, Caroline <cmmoell@amazon.com>

fingers crossed it'll be happy / hangovers this year! but either way, not a great day for a meeting where you want to get people to take action on a tough topic

15:00:10

Nelson, Reid <reidn@amazon.com>

Totally

15:00:18

Nelson, Reid <reidn@amazon.com>

My miss... Slash the EA who was scheduling

15:00:27

Nelson, Reid <reidn@amazon.com>

But we're addressing it

15:00:38

Moeller, Caroline <cmmoell@amazon.com>

its a good call, i should block off my cal that morning at least

15:00:52

Nelson, Reid <reidn@amazon.com>

We only worked it out, because the Books org reached out saying "FYI Naggar is asking us to decline all meetings on Nov3-4"



Nelson, Reid <reidn@amazon.com>

Thank goodness they reached out as soon as they did, so we weren't reacting to this

15:01:19

Moeller, Caroline <cmmoell@amazon.com>

right and you have a bit of time

15:01:32

Nelson, Reid <reidn@amazon.com>

Exactly

15:01:36

Nelson, Reid <reidn@amazon.com>

I'm gonna ask to move the Katey review as well

15:01:41

Moeller, Caroline <cmmoell@amazon.com>

sounds good

15:01:49

Nelson, Reid <reidn@amazon.com>

So we have more breathing room, just wanted to give you a heads up.

15:01:55

Moeller, Caroline <cmmoell@amazon.com>

appreciate it!

15:02:00

Nelson, Reid <reidn@amazon.com>

Also... realllly would love to get research insights / videos in that UPDP launch announcement... Do we need to influence anyone to get some content in there?

15:02:25

Moeller, Caroline <cmmoell@amazon.com>

nope! i am working with the launch owner

15:03:22

Moeller, Caroline <cmmoell@amazon.com>

going to include related customer frustrations tickets, and the next steps on the pan amazon review

15:04:03

Moeller, Caroline <cmmoell@amazon.com>

do you have the new date on that ?

15:04:08

Nelson, Reid <reidn@amazon.com>

Not yet, but targeting Nov 30-Dec 4 as of now

15:04:23

Moeller, Caroline <cmmoell@amazon.com>

ok thanks

15:04:32

Nelson, Reid <reidn@amazon.com>

Perhaps we could just say Q4?

15:04:52

Nelson, Reid <reidn@amazon.com>

Keep it vague?

15:05:00

Moeller, Caroline <cmmoell@amazon.com>

yeah ill keep it vague

15:05:12

Nelson, Reid <reidn@amazon.com>

Sounds great, thanks

15:05:21

Nelson, Reid <reidn@amazon.com>

Any chance for a video link?

15:05:28

Nelson, Reid <reidn@amazon.com>

If there's one thing that people click on, it's one of the more powerful ones — to watch a real customer getting exposed to the old flows

15:06:13

Nelson, Reid <reidn@amazon.com>

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Just a thought :)

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15:06:24

Nelson, Reid <reidn@amazon.com>

Thanks for including us in this

15:06:35

Moeller, Caroline <cmmoell@amazon.com>

the bulk of the email is focused on reverting back to BAU, but ill see what makes sense

15:07:05

Nelson, Reid <reidn@amazon.com>

Kk thanks!

15:07:32

Moeller, Caroline <cmmoell@amazon.com>

15:54:49

Nelson, Reid <reidn@amazon.com>

15:55:07

Nelson, Reid <reidn@amazon.com>

15:55:20

Moeller, Caroline <cmmoell@amazon.com>

15:55:42

Moeller, Caroline <cmmoell@amazon.com>

15:56:02

Nelson, Reid <reidn@amazon.com>

16:00:23

Nelson, Reid <reidn@amazon.com>

16:00:33

Moeller, Caroline <cmmoell@amazon.com>

16:00:49

Nelson, Reid <reidn@amazon.com>

16:00:52

Moeller, Caroline <cmmoell@amazon.com>

16:00:55

Nelson, Reid <reidn@amazon.com>

16:01:45

Moeller, Caroline <cmmoell@amazon.com>

16:02:23

Moeller, Caroline <cmmoell@amazon.com>

16:02:29

Nelson, Reid <reidn@amazon.com>

Sounds good. I'm happy to follow whatever the guidance is.

16:02:38

Moeller, Caroline <cmmoell@amazon.com>

i agree to treat it as p&c

16:02:40

Nelson, Reid <reidn@amazon.com>

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16:02:45

If I have to P&C less things, that's easier

Moeller, Caroline <cmmoell@amazon.com>

no i think just keep doing it

16:02:47

Nelson, Reid <reidn@amazon.com>

Cool, will do.,

16:02:51

Moeller, Caroline <cmmoell@amazon.com>

thats what prime leadership expects now anyways

16:02:57

Nelson, Reid <reidn@amazon.com>

Yup, I'd guess as much.

16:03:06

Nelson, Reid <reidn@amazon.com>

Thanks for getting our links in there! And the call out to the pan-Amazon initiative

16:48:41

Moeller, Caroline <cmmoell@amazon.com>

:)

16:48:57

Nelson, Reid <reidn@amazon.com>

I forwarded it (retaining privilege) to Llew and Sharon, and some other key folks in CE. Llew replied:  
"Those are some really nice clarity improvements!"

16:49:03

Nelson, Reid <reidn@amazon.com>

Big day!! So excited!

16:49:26

Moeller, Caroline <cmmoell@amazon.com>

awesome! are you able to fwd me llew's feedback ? would love to have that saved, since we reviewed the neil clarity doc with him as well

16:49:53

Nelson, Reid <reidn@amazon.com>

There ya go!

16:51:05

Nelson, Reid <reidn@amazon.com>

Re- [Privileged & Confidential] Update- US UPDP Shipping Upsells - Clarity Updates.eml

Re- [Privileged & Confidential] Update- US UPDP Shipping Upsells - Clarity Updates.eml - This file type is not supported for embedded threading. See attached child.

16:51:15

Moeller, Caroline <cmmoell@amazon.com>

thanks!

16:52:02

Nelson, Reid <reidn@amazon.com>

I thought about replying all, but figured I'd just keep it tight to CE

16:52:20

Moeller, Caroline <cmmoell@amazon.com>

yeah that works

16:52:58

Nelson, Reid <reidn@amazon.com>

Are we thinking we're going to go back to digital-only?

16:53:01

Nelson, Reid <reidn@amazon.com>

With Peak?

16:53:05

Nelson, Reid <reidn@amazon.com>

Trying to understand Jamil's reply just now

16:53:12

Nelson, Reid <reidn@amazon.com>

DEX promises gonna go crazy again?

16:53:25

Moeller, Caroline <cmmoell@amazon.com>

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he's talking about the delivery messaging side

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16:53:35

Moeller, Caroline <cmmoell@amazon.com>  
so no implications for clarity

16:53:50

Moeller, Caroline <cmmoell@amazon.com>  
but yeah based on our framework for when we message 'fast free delivery' or when we dont based on the delays dex experiences

16:54:24

Nelson, Reid <reidn@amazon.com>  
Ohhh gotcha

16:54:41

Nelson, Reid <reidn@amazon.com>  
So like, flip to "Free delivery, no threshold"

16:54:52

Nelson, Reid <reidn@amazon.com>  
When we're in slow periods?

16:54:56

Nelson, Reid <reidn@amazon.com>  
\*slow promise periods

16:55:10

Moeller, Caroline <cmmoell@amazon.com>  
right, basically

16:55:19

Nelson, Reid <reidn@amazon.com>  
Makes sense

16:55:23

Moeller, Caroline <cmmoell@amazon.com>  
which was why we had to put a weblab takeover based on the digital upsells in the first place

16:55:34

Nelson, Reid <reidn@amazon.com>  
Totally makes sense

16:55:58

Nelson, Reid <reidn@amazon.com>  
Well, digital toast to you.

16:56:10

Nelson, Reid <reidn@amazon.com>  
Seriously, 4+ years in the making on this

16:56:17

Moeller, Caroline <cmmoell@amazon.com>  
haha - ive only been on it this year and it felt like it took long enough!

16:56:33

Nelson, Reid <reidn@amazon.com>  
Probably a few gray hairs for me with Greg Greely reviews, Neil reviews, Russ, etc.

16:56:36

Moeller, Caroline <cmmoell@amazon.com>  
im sure

16:56:43

Nelson, Reid <reidn@amazon.com>  
Lots of comments like "this is clickbait...don't do clickbait...but still hit your numbers"

16:56:59

Moeller, Caroline <cmmoell@amazon.com>  
glad we can have these updates rolled out ahead of our subscription review, so we can focus on other topics

16:57:01

Moeller, Caroline <cmmoell@amazon.com>  
/md

In reply to message:  
>Lots of comments like "this is clickbait...don't do clickbait...but still hit your numbers"  
yep ... business goals need to incentivize us to make clarity changes, not make it a yearlong battle to change a single element

16:57:33

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Nelson, Reid &lt;reidn@amazon.com&gt;

Soooo glad for these updates

16:57:35

Nelson, Reid &lt;reidn@amazon.com&gt;

It helps make this a precedent

16:57:48

Nelson, Reid &lt;reidn@amazon.com&gt;

I can now go to Amazon Music and say "It needs to be a BUTTON"

16:57:58

Moeller, Caroline &lt;cmmoell@amazon.com&gt;

hahah

16:58:03

Moeller, Caroline &lt;cmmoell@amazon.com&gt;

we aligned with our leadership on 'UX standard button with equal weight'

16:58:27

Nelson, Reid &lt;reidn@amazon.com&gt;

Jamil was in the first VP meeting where I showed videos of customers being tricked, not seeing that link, in 2017

16:59:07

Nelson, Reid &lt;reidn@amazon.com&gt;

So you can imagine how stoked I am to see him 180

16:59:20

Moeller, Caroline &lt;cmmoell@amazon.com&gt;

hahah

16:59:29

Moeller, Caroline &lt;cmmoell@amazon.com&gt;

it's been a long journey, and we're still on it!

16:59:43

Nelson, Reid &lt;reidn@amazon.com&gt;

Glad to have your help in all this

16:59:52

Moeller, Caroline &lt;cmmoell@amazon.com&gt;

but yeah im really happy with the alignment and support we've gotten this year

16:59:57

Nelson, Reid &lt;reidn@amazon.com&gt;

It was way too adversarial with past teams

17:00:00

Nelson, Reid &lt;reidn@amazon.com&gt;

The Pranav era was a rough one

17:00:15

Moeller, Caroline &lt;cmmoell@amazon.com&gt;

yeah, and constant escalations are no fun for anyone

17:00:23

Moeller, Caroline &lt;cmmoell@amazon.com&gt;

haha i have heard

17:00:26

Nelson, Reid &lt;reidn@amazon.com&gt;

Exactly, it was not the way we wanted to do this

17:00:32

Nelson, Reid &lt;reidn@amazon.com&gt;

But here we are, it's all good, and now we've got the right chess pieces in play to make more moves

17:01:07

Moeller, Caroline &lt;cmmoell@amazon.com&gt;

yes - a lot more is happening as well

17:01:20

Nelson, Reid &lt;reidn@amazon.com&gt;

Gonna go get some fresh air and frolick around in excitement lol

17:01:27

Moeller, Caroline &lt;cmmoell@amazon.com&gt;

remind me later emails, enhanced subscription summary widgets, better confirmation of prime membership ...

17:01:48

Moeller, Caroline &lt;cmmoell@amazon.com&gt;

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enjoy!

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17:01:54

Nelson, Reid <reidn@amazon.com>

Yes!!

17:01:55

Nelson, Reid <reidn@amazon.com>

All those things!

17:01:58

Nelson, Reid <reidn@amazon.com>

And a big spotlight on Ilyiad

17:02:06

Moeller, Caroline <cmmoell@amazon.com>

yes - that is a big focus for 2021

17:02:21

Nelson, Reid <reidn@amazon.com>

And thanks! Have a great afternoon :)

17:02:25

Moeller, Caroline <cmmoell@amazon.com>

can connect w you separately but essentially our vision is for prime central (the page before) to have all membership solutions 1 click away

17:02:47

Moeller, Caroline <cmmoell@amazon.com>

plan switching, new benefits ,cancelling, pausing, etc

17:03:06

Nelson, Reid <reidn@amazon.com>

auto-renew toggle?

17:03:12

Nelson, Reid <reidn@amazon.com>

:)

17:03:16

Moeller, Caroline <cmmoell@amazon.com>

haha - maybe not that yet

17:03:24

Moeller, Caroline <cmmoell@amazon.com>

but we'll see

17:03:26

Nelson, Reid <reidn@amazon.com>

We'll put it in our north star mocks

17:03:32

Nelson, Reid <reidn@amazon.com>

Sometimes it helps to see this stuff

17:03:44

Moeller, Caroline <cmmoell@amazon.com>

on that topic - do any other subscription programs do that ?

17:03:56

Nelson, Reid <reidn@amazon.com>

Don't think so!

17:04:02

Moeller, Caroline <cmmoell@amazon.com>

i am trying to think of my subscriptions and cant think of any

17:04:07

Nelson, Reid <reidn@amazon.com>

Though I haven't done a deep dive on HBO, Netflix, etc, etc

17:04:19

Moeller, Caroline <cmmoell@amazon.com>

they dont

17:04:28

Moeller, Caroline <cmmoell@amazon.com>

but maybe a provocative north star for the most customer obsessed company

17:04:44

Nelson, Reid <reidn@amazon.com>

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I did get tricked with Bumble where I had to do one of those stupid subscription Add Ons because I didn't realize someone before the timer expired

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17:05:07

**Nelson, Reid <reidn@amazon.com>**

And then had a hell of a time figuring out where to turn auto-renew off

17:05:20

**Moeller, Caroline <cmmoell@amazon.com>**

haha

17:05:32

**Moeller, Caroline <cmmoell@amazon.com>**

yeah i just had to call disney plus today

17:05:39

**Nelson, Reid <reidn@amazon.com>**

It's a legitimate customer need

17:05:41

**Moeller, Caroline <cmmoell@amazon.com>**

they make it annoying

17:05:44

**Nelson, Reid <reidn@amazon.com>**

We should set the bar for the industry

17:05:46

**Moeller, Caroline <cmmoell@amazon.com>**

thats a great vision for the doc

17:05:56

**Nelson, Reid <reidn@amazon.com>**

Or at least, that'll be the provocation / north star ;)

17:05:59

**Moeller, Caroline <cmmoell@amazon.com>**

have that be the bar instead of "what's legally required"

17:06:12

**Nelson, Reid <reidn@amazon.com>**

And "What do other subscriptions do?"

17:06:26

**Nelson, Reid <reidn@amazon.com>**

"I don't think Netflix does that..."

17:06:34

**Nelson, Reid <reidn@amazon.com>**

It's like, the bar is already low

17:06:42

**Nelson, Reid <reidn@amazon.com>**

But yeah, what I like about this doc is that we can go big with our proposals

17:06:59

**Nelson, Reid <reidn@amazon.com>**

I really like the idea of "We set the bar for the industry"... I'm going to suggest that AmyLeigh and Laurence add that as a tenet

17:07:30

**Nelson, Reid <reidn@amazon.com>**

We have something close to that, about not doing just the legal minimum, but I think we actually need something about competitors

17:07:56

**Moeller, Caroline <cmmoell@amazon.com>**

yeah

17:08:28

**Moeller, Caroline <cmmoell@amazon.com>**

in the same way that we've set the bar for customer service

17:08:37

**Nelson, Reid <reidn@amazon.com>**

Updated the tenet. It's a little wordy, but a start. We can all review as a group on Wednesday

17:24:14

**Nelson, Reid <reidn@amazon.com>**

Alright, finally going outside lol

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Nelson, Reid <reidn@amazon.com>

Have a good one!!

17:24:23

Moeller, Caroline <cmmoell@amazon.com>

you too!

17:24:32

End Thread

Thread Statistics

Instant Message Count 153



# Attachment 3

## Rottner, Adam

---

**From:** Capuano, Marc <MCapuano@cov.com>  
**Sent:** Friday, December 8, 2023 12:31 PM  
**To:** Mendelson, Evan; Jerjian, Olivia; Nardini, Thomas; Hoffman, Elena; Zwonik, Ryan; Frech, Jacob; Mejia-Portillo, Johana; Awad, Yara  
**Cc:** Howard, Jim; Payson, Kenneth; jreiter@hueston.com; mkaba@hueston.com; Flahive Wu, Laura; Kelly, Kevin; Kim, Laura; Graubert, John; Anthony, Stephen; Hall, John; Rodgers, Megan; jhueston@hueston.com  
**Subject:** RE: FTC v. Amazon - Document Request 1

Counsel,

Given the scope of various CID productions across different matters, we are continuing to investigate the harmonization of redactions. Please continue to segregate the documents sent earlier this week. We will follow up with you next week.

Thanks,

**Marc Capuano**

Pronouns: He/Him/His

Covington & Burling LLP  
One CityCenter, 850 Tenth Street, NW  
Washington, DC 20001-4956  
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www.cov.com

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**From:** Mendelson, Evan <emendelson@ftc.gov>  
**Sent:** Thursday, December 7, 2023 1:35 PM  
**To:** Capuano, Marc <MCapuano@cov.com>; Jerjian, Olivia <ojerjian@ftc.gov>; Nardini, Thomas <tnardini@ftc.gov>; Hoffman, Elena <ehoffman@ftc.gov>; Zwonik, Ryan <rzwonik@ftc.gov>; Frech, Jacob <jfrech@ftc.gov>; Mejia-Portillo, Johana <jmejiaportillo@ftc.gov>; Awad, Yara <yawad@ftc.gov>  
**Cc:** Howard, Jim <JimHoward@dwt.com>; Payson, Kenneth <KennethPayson@dwt.com>; jreiter@hueston.com; mkaba@hueston.com; Flahive Wu, Laura <lflahivewu@cov.com>; Kelly, Kevin <Kkelly@cov.com>; Kim, Laura <LKim@cov.com>; Graubert, John <jgraubert@cov.com>; Anthony, Stephen <santhony@cov.com>; Hall, John <jhall@cov.com>; Rodgers, Megan <mrodgers@cov.com>; jhueston@hueston.com  
**Subject:** RE: FTC v. Amazon - Document Request 1

**[EXTERNAL]**

Marc,

Could you please let us know by noon tomorrow whether Amazon is asserting that any of the unredacted portions of the documents sent on Wednesday night reveal information that is attorney-client privileged or attorney work product? In the meantime, we are not reviewing the documents.

Thanks,  
Evan

Evan M. Mendelson  
Federal Trade Commission  
Bureau of Consumer Protection  
Enforcement Division  
600 Pennsylvania Avenue, NW, CC-9528  
Washington, DC 20580  
Phone: (202) 326-3320  
Fax: (202) 326-3197

---

**From:** Capuano, Marc <[MCapuano@cov.com](mailto:MCapuano@cov.com)>  
**Sent:** Thursday, December 7, 2023 12:19 PM  
**To:** Mendelson, Evan <[emendelson@ftc.gov](mailto:emendelson@ftc.gov)>; Jerjian, Olivia <[ojerjian@ftc.gov](mailto:ojerjian@ftc.gov)>; Nardini, Thomas <[tnardini@ftc.gov](mailto:tnardini@ftc.gov)>; Hoffman, Elena <[ehoffman@ftc.gov](mailto:ehoffman@ftc.gov)>; Zwonik, Ryan <[rzwonik@ftc.gov](mailto:rzwonik@ftc.gov)>; Frech, Jacob <[jfrech@ftc.gov](mailto:jfrech@ftc.gov)>; Mejia-Portillo, Johana <[jmejiaportillo@ftc.gov](mailto:jmejiaportillo@ftc.gov)>; Awad, Yara <[yawad@ftc.gov](mailto:yawad@ftc.gov)>  
**Cc:** Howard, Jim <[JimHoward@dwt.com](mailto:JimHoward@dwt.com)>; Payson, Kenneth <[KennethPayson@dwt.com](mailto:KennethPayson@dwt.com)>; [jreiter@hueston.com](mailto:jreiter@hueston.com); [mkaba@hueston.com](mailto:mkaba@hueston.com); Flahive Wu, Laura <[lflahivewu@cov.com](mailto:lflahivewu@cov.com)>; Kelly, Kevin <[Kkelly@cov.com](mailto:Kkelly@cov.com)>; Kim, Laura <[LKim@cov.com](mailto:LKim@cov.com)>; Graubert, John <[jgraubert@cov.com](mailto:jgraubert@cov.com)>; Anthony, Stephen <[santhony@cov.com](mailto:santhony@cov.com)>; Hall, John <[jhall@cov.com](mailto:jhall@cov.com)>; Rodgers, Megan <[mroddgers@cov.com](mailto:mroddgers@cov.com)>; [jhueston@hueston.com](mailto:jhueston@hueston.com)  
**Subject:** RE: FTC v. Amazon - Document Request 1

Counsel,

We had a technical issue with some of the redactions in the informal production that we provided you on Tuesday. We will be following up with an updated production set and ask that you please disregard and destroy the previous informal production. We anticipate providing the updated documents by early next week.

Thank you,  
Marc

**Marc Capuano**  
Pronouns: He/Him/His

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Washington, DC 20001-4956  
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[www.cov.com](http://www.cov.com)

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**From:** Mendelson, Evan <[emendelson@ftc.gov](mailto:emendelson@ftc.gov)>  
**Sent:** Tuesday, December 5, 2023 4:19 PM  
**To:** Capuano, Marc <[MCapuano@cov.com](mailto:MCapuano@cov.com)>; Jerjian, Olivia <[ojerjian@ftc.gov](mailto:ojerjian@ftc.gov)>; Nardini, Thomas <[tnardini@ftc.gov](mailto:tnardini@ftc.gov)>; Hoffman, Elena <[ehoffman@ftc.gov](mailto:ehoffman@ftc.gov)>; Zwonik, Ryan <[rzwonik@ftc.gov](mailto:rzwonik@ftc.gov)>; Frech, Jacob <[jfrech@ftc.gov](mailto:jfrech@ftc.gov)>; Mejia-Portillo, Johana <[jmejiaportillo@ftc.gov](mailto:jmejiaportillo@ftc.gov)>; Awad, Yara <[yawad@ftc.gov](mailto:yawad@ftc.gov)>

**Cc:** Howard, Jim <[JimHoward@dwt.com](mailto:JimHoward@dwt.com)>; Payson, Kenneth <[KennethPayson@dwt.com](mailto:KennethPayson@dwt.com)>; [jreiter@hueston.com](mailto:jreiter@hueston.com); [mkaba@hueston.com](mailto:mkaba@hueston.com); Flahive Wu, Laura <[lflahivewu@cov.com](mailto:lflahivewu@cov.com)>; Kelly, Kevin <[Kkelly@cov.com](mailto:Kkelly@cov.com)>; Kim, Laura <[LKim@cov.com](mailto:LKim@cov.com)>; Graubert, John <[jgraubert@cov.com](mailto:jgraubert@cov.com)>; Anthony, Stephen <[santhony@cov.com](mailto:santhony@cov.com)>; Hall, John <[jhall@cov.com](mailto:jhall@cov.com)>; Rodgers, Megan <[mrodgers@cov.com](mailto:mrodgers@cov.com)>; [jhueston@hueston.com](mailto:jhueston@hueston.com)

**Subject:** RE: FTC v. Amazon - Document Request 1

**[EXTERNAL]**

Thanks, Marc. Assuming we receive the Kiteworks link today, we anticipate responding to your letters on Thursday or Friday.

Evan M. Mendelson  
Federal Trade Commission  
Bureau of Consumer Protection  
Enforcement Division  
600 Pennsylvania Avenue, NW, CC-9528  
Washington, DC 20580  
Phone: (202) 326-3320  
Fax: (202) 326-3197

---

**From:** Capuano, Marc <[MCapuano@cov.com](mailto:MCapuano@cov.com)>

**Sent:** Tuesday, December 5, 2023 2:10 PM

**To:** Mendelson, Evan <[emendelson@ftc.gov](mailto:emendelson@ftc.gov)>; Jerjian, Olivia <[ojerjian@ftc.gov](mailto:ojerjian@ftc.gov)>; Nardini, Thomas <[tnardini@ftc.gov](mailto:tnardini@ftc.gov)>; Hoffman, Elena <[ehoffman@ftc.gov](mailto:ehoffman@ftc.gov)>; Zwonik, Ryan <[rzwonik@ftc.gov](mailto:rzwonik@ftc.gov)>; Frech, Jacob <[jfrech@ftc.gov](mailto:jfrech@ftc.gov)>; Mejia-Portillo, Johana <[jmejiaportillo@ftc.gov](mailto:jmejiaportillo@ftc.gov)>; Awad, Yara <[yawad@ftc.gov](mailto:yawad@ftc.gov)>

**Cc:** Howard, Jim <[JimHoward@dwt.com](mailto:JimHoward@dwt.com)>; Payson, Kenneth <[KennethPayson@dwt.com](mailto:KennethPayson@dwt.com)>; [jreiter@hueston.com](mailto:jreiter@hueston.com); [mkaba@hueston.com](mailto:mkaba@hueston.com); Flahive Wu, Laura <[lflahivewu@cov.com](mailto:lflahivewu@cov.com)>; Kelly, Kevin <[Kkelly@cov.com](mailto:Kkelly@cov.com)>; Kim, Laura <[LKim@cov.com](mailto:LKim@cov.com)>; Graubert, John <[jgraubert@cov.com](mailto:jgraubert@cov.com)>; Anthony, Stephen <[santhony@cov.com](mailto:santhony@cov.com)>; Hall, John <[jhall@cov.com](mailto:jhall@cov.com)>; Rodgers, Megan <[mrodgers@cov.com](mailto:mrodgers@cov.com)>; [jhueston@hueston.com](mailto:jhueston@hueston.com)

**Subject:** RE: FTC v. Amazon - Document Request 1

Counsel,

Please see the attached letter. We will follow up separately with a Kiteworks link with the documents.

Additionally, we are reviewing IC-3 and will follow up separately.

Thank you,  
Marc

**Marc Capuano**

Pronouns: He/Him/His

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**From:** Mendelson, Evan <[emendelson@ftc.gov](mailto:emendelson@ftc.gov)>

**Sent:** Friday, December 1, 2023 2:53 PM

**To:** Capuano, Marc <[MCapuano@cov.com](mailto:MCapuano@cov.com)>; Flahive Wu, Laura <[lflahivewu@cov.com](mailto:lflahivewu@cov.com)>; Kelly, Kevin <[Kkelly@cov.com](mailto:Kkelly@cov.com)>; Kim, Laura <[LKim@cov.com](mailto:LKim@cov.com)>; Graubert, John <[jgraubert@cov.com](mailto:jgraubert@cov.com)>; Anthony, Stephen <[santhony@cov.com](mailto:santhony@cov.com)>; Hall, John <[jhall@cov.com](mailto:jhall@cov.com)>; Rodgers, Megan <[mrodgers@cov.com](mailto:mrodgers@cov.com)>; [jhueston@hueston.com](mailto:jhueston@hueston.com); [mkaba@hueston.com](mailto:mkaba@hueston.com); [jreiter@hueston.com](mailto:jreiter@hueston.com); Payson, Kenneth <[KennethPayson@dwt.com](mailto:KennethPayson@dwt.com)>; Howard, Jim <[JimHoward@dwt.com](mailto:JimHoward@dwt.com)>; Powar, Olivia <[OliviaPowar@dwt.com](mailto:OliviaPowar@dwt.com)> <[OliviaPowar@dwt.com](mailto:OliviaPowar@dwt.com)>

**Cc:** Jerjian, Olivia <[ojerjian@ftc.gov](mailto:ojerjian@ftc.gov)>; Nardini, Thomas <[tnardini@ftc.gov](mailto:tnardini@ftc.gov)>; Hoffman, Elena <[ehoffman@ftc.gov](mailto:ehoffman@ftc.gov)>; Zwonik, Ryan <[rzwonik@ftc.gov](mailto:rzwonik@ftc.gov)>; Frech, Jacob <[jfrech@ftc.gov](mailto:jfrech@ftc.gov)>; Mejia-Portillo, Johana <[jmejiaportillo@ftc.gov](mailto:jmejiaportillo@ftc.gov)>; Awad, Yara <[yawad@ftc.gov](mailto:yawad@ftc.gov)>

**Subject:** RE: FTC v. Amazon - Document Request 1

**[EXTERNAL]**

Counsel,

We are following up to check on when you anticipate providing the less-redaction versions of the documents listed in my email below.

Additionally, could you please take a second look at IC-3 (which we did not flag in our emails below) and confirm that you intend to assert the document is fully privileged? We are flagging it because your log states that it is a Headwinds document, which you generally have not fully withheld, and because Mr. England's description (Dkt. #52, para. 27) appears to describe only certain sections of the document as privileged. The privilege log entry ("draft document conveying information to assist counsel provide legal advice . . .") also does not appear to match Mr. England's description ("document reflects legal advice").

Thanks,  
Evan

Evan M. Mendelson  
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Bureau of Consumer Protection  
Enforcement Division  
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Washington, DC 20580  
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---

**From:** Mendelson, Evan

**Sent:** Monday, November 20, 2023 12:13 PM

**To:** Capuano, Marc <[MCapuano@cov.com](mailto:MCapuano@cov.com)>; Flahive Wu, Laura <[lflahivewu@cov.com](mailto:lflahivewu@cov.com)>; Kelly, Kevin <[Kkelly@cov.com](mailto:Kkelly@cov.com)>; Kim, Laura <[LKim@cov.com](mailto:LKim@cov.com)>; Graubert, John <[jgraubert@cov.com](mailto:jgraubert@cov.com)>; Anthony, Stephen <[santhony@cov.com](mailto:santhony@cov.com)>; Hall, John <[jhall@cov.com](mailto:jhall@cov.com)>; Rodgers, Megan <[mrodgers@cov.com](mailto:mrodgers@cov.com)>; [jhueston@hueston.com](mailto:jhueston@hueston.com); [mkaba@hueston.com](mailto:mkaba@hueston.com); [jreiter@hueston.com](mailto:jreiter@hueston.com); Payson, Kenneth <[KennethPayson@dwt.com](mailto:KennethPayson@dwt.com)>; Howard, Jim <[JimHoward@dwt.com](mailto:JimHoward@dwt.com)>; Powar, Olivia <[OliviaPowar@dwt.com](mailto:OliviaPowar@dwt.com)> <[OliviaPowar@dwt.com](mailto:OliviaPowar@dwt.com)>

**Cc:** Jerjian, Olivia <[ojerjian@ftc.gov](mailto:ojerjian@ftc.gov)>; Nardini, Thomas <[tnardini@ftc.gov](mailto:tnardini@ftc.gov)>; Hoffman, Elena <[ehoffman@ftc.gov](mailto:ehoffman@ftc.gov)>; Zwonik, Ryan <[rzwonik@ftc.gov](mailto:rzwonik@ftc.gov)>; Frech, Jacob <[jfrech@ftc.gov](mailto:jfrech@ftc.gov)>

**Subject:** RE: FTC v. Amazon - Document Request 1

Counsel,

Thank you for your letter, which we are reviewing. In response to your offer at the top of page 7, we confirm that we will not argue that Amazon's removal of redactions from IC-7, IC-8, IC-10, IC-11, IC-12, IC-14, IC-16, IC-23, IC-24, IC-25, IC-

26, IC-27, IC-28, IC-32, IC-33, IC-38, IC-41, IC-42, IC-43, IC-44, IC-45, IC-47, and IC-49 operates as a subject matter waiver of other communications made at or related to the May 6 Meeting.

Please produce the less-redacted versions of these documents as soon as possible, so that we can determine whether there remains any dispute as to them.

Our email from the morning of November 17 listed three other documents (IC-13, IC-15, IC-29) that may fall into the same category as those listed above. It appears from Mr. England's declaration as though IC-13 and IC-15 are copies of IC-7. For these three documents, we agree to the same condition as above—Amazon's production of a less-redacted version of the documents will not operate as a waiver.

Evan

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Enforcement Division  
600 Pennsylvania Avenue, NW, CC-9528  
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**From:** Capuano, Marc <[MCapuano@cov.com](mailto:MCapuano@cov.com)>

**Sent:** Friday, November 17, 2023 7:21 PM

**To:** Mendelson, Evan <[emendelson@ftc.gov](mailto:emendelson@ftc.gov)>; Flahive Wu, Laura <[lflahivewu@cov.com](mailto:lflahivewu@cov.com)>; Kelly, Kevin <[Kkelly@cov.com](mailto:Kkelly@cov.com)>; Kim, Laura <[LKim@cov.com](mailto:LKim@cov.com)>; Graubert, John <[jgraubert@cov.com](mailto:jgraubert@cov.com)>; Anthony, Stephen <[santhony@cov.com](mailto:santhony@cov.com)>; Hall, John <[jhall@cov.com](mailto:jhall@cov.com)>; Rodgers, Megan <[mrodgers@cov.com](mailto:mrodgers@cov.com)>; [jhueston@hueston.com](mailto:jhueston@hueston.com); [mkaba@hueston.com](mailto:mkaba@hueston.com); [jreiter@hueston.com](mailto:jreiter@hueston.com); Payson, Kenneth <[KennethPayson@dwt.com](mailto:KennethPayson@dwt.com)>; Howard, Jim <[JimHoward@dwt.com](mailto:JimHoward@dwt.com)>; Powar, Olivia (<[OliviaPowar@dwt.com](mailto:OliviaPowar@dwt.com)>) <[OliviaPowar@dwt.com](mailto:OliviaPowar@dwt.com)>

**Cc:** Jerjian, Olivia <[ojerjian@ftc.gov](mailto:ojerjian@ftc.gov)>; Nardini, Thomas <[tnardini@ftc.gov](mailto:tnardini@ftc.gov)>; Hoffman, Elena <[ehoffman@ftc.gov](mailto:ehoffman@ftc.gov)>; Zwonik, Ryan <[rzwonik@ftc.gov](mailto:rzwonik@ftc.gov)>; Frech, Jacob <[jfrech@ftc.gov](mailto:jfrech@ftc.gov)>

**Subject:** RE: FTC v. Amazon - Document Request 1

Counsel,

Please see the attached correspondence. Have a nice weekend.

Marc

**Marc Capuano**

Pronouns: He/Him/His

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**From:** Mendelson, Evan <[emendelson@ftc.gov](mailto:emendelson@ftc.gov)>

**Sent:** Friday, November 17, 2023 9:55 AM

**To:** Flahive Wu, Laura <[flahivewu@cov.com](mailto:flahivewu@cov.com)>; Kelly, Kevin <[Kkelly@cov.com](mailto:Kkelly@cov.com)>; Kim, Laura <[LKim@cov.com](mailto:LKim@cov.com)>; Graubert, John <[jgraubert@cov.com](mailto:jgraubert@cov.com)>; Anthony, Stephen <[santhony@cov.com](mailto:santhony@cov.com)>; Hall, John <[jhall@cov.com](mailto:jhall@cov.com)>; Rodgers, Megan <[mrodgers@cov.com](mailto:mrodgers@cov.com)>; Capuano, Marc <[MCapuano@cov.com](mailto:MCapuano@cov.com)>; [jhueston@hueston.com](mailto:jhueston@hueston.com); [mkaba@hueston.com](mailto:mkaba@hueston.com); [jreiter@hueston.com](mailto:jreiter@hueston.com); Payson, Kenneth <[KennethPayson@dwt.com](mailto:KennethPayson@dwt.com)>; Howard, Jim <[JimHoward@dwt.com](mailto:JimHoward@dwt.com)>; Powar, Olivia (<[OliviaPowar@dwt.com](mailto:OliviaPowar@dwt.com)>) <[OliviaPowar@dwt.com](mailto:OliviaPowar@dwt.com)>

**Cc:** Jerjian, Olivia <[ojerjian@ftc.gov](mailto:ojerjian@ftc.gov)>; Nardini, Thomas <[tnardini@ftc.gov](mailto:tnardini@ftc.gov)>; Hoffman, Elena <[ehoffman@ftc.gov](mailto:ehoffman@ftc.gov)>; Zwonik, Ryan <[rzwonik@ftc.gov](mailto:rzwonik@ftc.gov)>; Frech, Jacob <[jfrech@ftc.gov](mailto:jfrech@ftc.gov)>

**Subject:** RE: FTC v. Amazon - Document Request 1

**[EXTERNAL]**

Counsel,

You asked, during our October 30 meet-and-confer, that we follow up regarding documents responsive to the FTC's Request 1 as to which we were seeking additional information regarding the validity of Amazon's privilege claims (setting aside the FTC's waiver arguments).

Prior to that call, our October 24 email (below) identified questions regarding the July 14 Memo and July 14 Presentation, which have the following *in camera* exhibit numbers: IC4, IC5, IC16, IC17, IC18, IC19, IC20, IC21, IC22, IC31, and IC48. See Questions 6, 7. In the same email, we asked Amazon to unredact information concerning the company's "determinations" in the following documents: IC24, IC25, IC44, IC45, IC23, IC28, IC14, IC26, IC32, IC38, IC41, IC42, IC49, IC33, IC47, IC8, IC10, IC11, IC12, IC16, and IC27. See Question 10. Finally, we also asked for information regarding IC2. See Question 11.

You agreed on our October 30 call to follow-up in writing in response to our October 24 email, but have yet to do so. We reiterate our request for a written response.

In addition to the questions we already have raised, we have one additional question regarding Amazon's underlying privilege claims:

12. Although omitted from Question 10 of our October 24 email, IC7, IC13, IC15, and IC29 appear to be additional documents where Amazon redacted its business "determinations" or "decisions." We ask that you reevaluate these privilege claims for the same reasons stated in Question 10.

The fact that we do not have questions at this time regarding additional documents should not necessarily be taken as an indication that we accept Amazon's privilege determinations.

Finally, in an effort to narrow the disputes for the Court, we are proposing Amazon agree, for either some or all the Clawed Back Documents, to the use of a "quick peek" procedure akin to that described in the 2006 advisory committee notes to Rule 26. In particular, Amazon could agree to let FTC counsel conduct a one-time review of certain Clawed Back Documents. This would allow the FTC both to evaluate Amazon's privilege claims and to decide whether, even if it disagrees with the claims, the documents are not worth bringing to the Court. This might be most effective for the documents listed in Questions 10-12. The FTC's review would not amount to a waiver of Amazon's privilege claims, and the FTC would not be permitted to use the documents unless Amazon withdraws its privilege claim or the Court rejects it. Of course, Amazon has no obligation to agree to this procedure, but we do think it could help narrow the issues.

If any issues relating to Request 1 are not resolved by Tuesday, November 28, we will request a conference with the Court in advance of filing a motion to compel. As always, we are also available to discuss by phone.

Thanks,

Evan

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**From:** Mendelson, Evan  
**Sent:** Wednesday, October 25, 2023 11:54 AM  
**To:** Flahive Wu, Laura <[lflahivewu@cov.com](mailto:lflahivewu@cov.com)>; Kelly, Kevin <[Kkelly@cov.com](mailto:Kkelly@cov.com)>; Kim, Laura <[LKim@cov.com](mailto:LKim@cov.com)>; Graubert, John <[jgraubert@cov.com](mailto:jgraubert@cov.com)>; Anthony, Stephen <[santhony@cov.com](mailto:santhony@cov.com)>; Hall, John <[jhall@cov.com](mailto:jhall@cov.com)>; Rodgers, Megan <[mroddgers@cov.com](mailto:mroddgers@cov.com)>; Capuano, Marc <[MCapuano@cov.com](mailto:MCapuano@cov.com)>; [jhueston@hueston.com](mailto:jhueston@hueston.com); [mkaba@hueston.com](mailto:mkaba@hueston.com); [jreiter@hueston.com](mailto:jreiter@hueston.com); Payson, Kenneth <[KennethPayson@dwt.com](mailto:KennethPayson@dwt.com)>; Howard, Jim <[JimHoward@dwt.com](mailto:JimHoward@dwt.com)>; Powar, Olivia ([OliviaPowar@dwt.com](mailto:OliviaPowar@dwt.com)) <[OliviaPowar@dwt.com](mailto:OliviaPowar@dwt.com)>  
**Cc:** Jerjian, Olivia <[ojerjian@ftc.gov](mailto:ojerjian@ftc.gov)>; Nardini, Thomas <[tnardini@ftc.gov](mailto:tnardini@ftc.gov)>; Hoffman, Elena <[ehoffman@ftc.gov](mailto:ehoffman@ftc.gov)>; Zwonik, Ryan <[rzwonik@ftc.gov](mailto:rzwonik@ftc.gov)>; Frech, Jacob <[jfrech@ftc.gov](mailto:jfrech@ftc.gov)>  
**Subject:** RE: FTC v. Amazon - Document Request 1

Thanks, we'll send an invite for 11 on Monday.

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**From:** Flahive Wu, Laura <[lflahivewu@cov.com](mailto:lflahivewu@cov.com)>  
**Sent:** Wednesday, October 25, 2023 11:34 AM  
**To:** Mendelson, Evan <[emendelson@ftc.gov](mailto:emendelson@ftc.gov)>; Kelly, Kevin <[Kkelly@cov.com](mailto:Kkelly@cov.com)>; Kim, Laura <[LKim@cov.com](mailto:LKim@cov.com)>; Graubert, John <[jgraubert@cov.com](mailto:jgraubert@cov.com)>; Anthony, Stephen <[santhony@cov.com](mailto:santhony@cov.com)>; Hall, John <[jhall@cov.com](mailto:jhall@cov.com)>; Rodgers, Megan <[mroddgers@cov.com](mailto:mroddgers@cov.com)>; Capuano, Marc <[MCapuano@cov.com](mailto:MCapuano@cov.com)>; [jhueston@hueston.com](mailto:jhueston@hueston.com); [mkaba@hueston.com](mailto:mkaba@hueston.com); [jreiter@hueston.com](mailto:jreiter@hueston.com); Payson, Kenneth <[KennethPayson@dwt.com](mailto:KennethPayson@dwt.com)>; Howard, Jim <[JimHoward@dwt.com](mailto:JimHoward@dwt.com)>; Powar, Olivia ([OliviaPowar@dwt.com](mailto:OliviaPowar@dwt.com)) <[OliviaPowar@dwt.com](mailto:OliviaPowar@dwt.com)>  
**Cc:** Jerjian, Olivia <[ojerjian@ftc.gov](mailto:ojerjian@ftc.gov)>; Nardini, Thomas <[tnardini@ftc.gov](mailto:tnardini@ftc.gov)>; Hoffman, Elena <[ehoffman@ftc.gov](mailto:ehoffman@ftc.gov)>; Zwonik, Ryan <[rzwonik@ftc.gov](mailto:rzwonik@ftc.gov)>; Frech, Jacob <[jfrech@ftc.gov](mailto:jfrech@ftc.gov)>  
**Subject:** RE: FTC v. Amazon - Document Request 1

Evan,

Counsel for Amazon will be available to confer on Monday between 11 am and 1 pm ET.

Best regards,

Laura

**Laura Flahive Wu**



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**From:** Mendelson, Evan <[emendelson@ftc.gov](mailto:emendelson@ftc.gov)>

**Sent:** Tuesday, October 24, 2023 6:41 PM

**To:** Kelly, Kevin <[Kkelly@cov.com](mailto:Kkelly@cov.com)>; Flahive Wu, Laura <[lflahivewu@cov.com](mailto:lflahivewu@cov.com)>; Kim, Laura <[LKim@cov.com](mailto:LKim@cov.com)>; Graubert, John <[jgraubert@cov.com](mailto:jgraubert@cov.com)>; Anthony, Stephen <[santhony@cov.com](mailto:santhony@cov.com)>; Hall, John <[jhall@cov.com](mailto:jhall@cov.com)>; Rodgers, Megan <[mrodders@cov.com](mailto:mrodders@cov.com)>; Capuano, Marc <[MCapuano@cov.com](mailto:MCapuano@cov.com)>; [jhueston@hueston.com](mailto:jhueston@hueston.com); [mkaba@hueston.com](mailto:mkaba@hueston.com); [jreiter@hueston.com](mailto:jreiter@hueston.com); Payson, Kenneth <[KennethPayson@dwt.com](mailto:KennethPayson@dwt.com)>; Howard, Jim <[JimHoward@dwt.com](mailto:JimHoward@dwt.com)>; Powar, Olivia <[OliviaPowar@dwt.com](mailto:OliviaPowar@dwt.com)>

**Cc:** Jerjian, Olivia <[ojerjian@ftc.gov](mailto:ojerjian@ftc.gov)>; Nardini, Thomas <[tnardini@ftc.gov](mailto:tnardini@ftc.gov)>; Hoffman, Elena <[ehoffman@ftc.gov](mailto:ehoffman@ftc.gov)>; Zwonik, Ryan <[rzwonik@ftc.gov](mailto:rzwonik@ftc.gov)>; Frech, Jacob <[jfrech@ftc.gov](mailto:jfrech@ftc.gov)>

**Subject:** FTC v. Amazon - Document Request 1

**[EXTERNAL]**

Counsel,

Please let us know when you are available to meet and confer regarding the FTC's Document Request 1, which requested that Amazon produce documents it clawed back on privilege grounds during the FTC's investigation (the "Clawed Back Documents"). Amazon stated that it was withholding all documents responsive to Request 1 as privileged. We are generally available on October 26, 27, and 30 (outside of 1:00-2:00 Eastern). If the meet-and-confer does not resolve Amazon's privilege objections, we intend to request a conference with the Court in advance of filing a motion to compel or asking the Court to resolve any remaining disputes based on the parties' prior briefing.

As you know, our position is that Amazon either waived privilege as to the Clawed Back Documents or that, in the alternative, *in camera* review is warranted because there are sufficient questions about whether the documents were ever privileged. Those arguments are laid out in our Motion to Desequester (Dkt. #4) and Reply in support thereof (Dkt. #59). Additionally, for some documents (identified below in Items 6, 7, 10, 11), we do not believe Amazon has met its burden of supporting its privilege claim; for those documents, we intend to argue that *in camera* review is not necessary to compel production even if the Court finds no waiver.

Below is a non-exhaustive list of the topics we would like to cover:

1. When, and how, did Amazon discover its purportedly inadvertent productions of the Clawed Back Documents? It is difficult to see how the Court can evaluate the "promptness" requirement of Rule 502(b) without knowing the answer to these questions.
2. For which documents did Amazon "learn[]" of the privileged nature of the material only after it had conducted its initial review" (Dkt. #50 at 18)? When, and how, did Amazon learn the documents were privileged?
3. Does Amazon contend it acted promptly in clawing back what our Motion describes as the May 4 Memo (IC1)? If so, what facts support that contention, given the 40-day delay between the memo's use as an IH exhibit and your privilege assertion?

4. What reasonable steps did Amazon take to prevent the January 5, 2023 production of IC4 (a copy of what our Motion describes as the “July 14 Memo”)? Relatedly, why did Amazon tell the FTC on January 5 that it had determined IC4 was only “partially privileged”?
5. Does Amazon contend it acted promptly in clawing back all other copies of the July 14 Memo 18 days after the January 20 investigational hearing at which Amazon declared the memorandum to be privileged? If so, what facts support that contention?
6. Who drafted the July 14 memo (IC4) and July 14 presentation (IC5), and to whom were they distributed? See England Decl. (Dkt. #52) ¶ 19 (stating documents “were prepared”—by an unidentified author—and sent to Mark England and Praju Tuladhar, but not identifying other recipients). Does Amazon contend that the primary purpose of the documents was to request legal advice?
7. On IC31 and IC48, does Amazon contend that Jamil Ghani’s handwritten notes are privileged? See England Decl. ¶ 21. If so, what is the basis for that assertion?
8. Does Amazon contend it acted promptly in clawing back IC40 on February 7, 2023—49 days after the document was marked as an exhibit at the investigational hearing of Dharmesh Mehta? If so, what facts support that contention?
9. Does Amazon contend it acted promptly in clawing back IC27 on February 7, 2023—21 days after the document was marked as an exhibit at the investigational hearing of Omar Kalim? If so, what facts support that contention?
10. For the following documents, or certain excerpts thereof, the only privilege justifications included in the Declaration of Mark England (Dkt. #52) are that the documents reflect “determinations made during the May 6 Meeting as the result of legal advice discussed during that meeting”: IC10, IC11, IC12, IC16, and IC27. We do not see how Amazon’s determinations (particularly about its public-facing user flows) could be privileged, even if Amazon considered legal advice in making those determinations. See, e.g., *Upjohn v. United States*, 449 U.S. 383, 395 (“The privilege only protects disclosure of communications . . . .”); *In re MacBook Keyboard Litig.*, 2020 WL 1265629, at \*3 (N.D. Cal. Mar. 17, 2020) (“[S]tanding alone, the fact that Apple determined [Redacted] is not privileged, even if that decision was informed by advice by legal counsel.” (alteration in original)). There are several other documents for which one basis for Amazon’s redactions was to protect the same “determinations.” See England Decl. ¶¶ 31-32. We ask that Amazon unredact any redactions made solely to protect Amazon’s “determinations.”
11. Does Amazon contend that the primary purpose of IC-2 was to seek legal advice? Did either Mr. England or Mr. Tuladhar respond to the email? Although not dispositive, the latter question is relevant to whether the email’s primary purpose was to obtain legal advice.

Thanks,  
Evan

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# Attachment 4

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### Via Electronic Mail

November 17, 2023

Evan Mendelson  
Division of Enforcement  
Federal Trade Commission  
600 Pennsylvania Ave., N.W., Suite CC-9528  
Washington, D.C. 20580

**Re: FTC v. Amazon.com, Inc., No. 2:23-cv-0932-JHC (W.D.  
Wash.) October 30, 2023 Follow-Up**

Counsel:

Amazon.com, Inc. (“Amazon”) writes in response to your October 24 and November 17, 2023 emails and in follow-up to the parties’ October 30, 2023 meet-and-confer regarding documents subject to Amazon’s privilege claims, raised in response to the FTC’s first Request for Production of Documents. The same documents were the subject of the FTC’s Motion to Desequester, which the Court denied on October 23, 2023. The purpose of this correspondence is to respond to the FTC’s inquiries by providing additional information about Amazon’s privilege claims, and to clarify the scope of any remaining points of disagreement. Nothing in this letter is intended to or should be construed to constitute a waiver of Amazon’s attorney-client privilege or work product protection asserted in its privilege logs.

In its Motion to Desequester, the FTC sought full access to 54 documents, 31 of which were produced with minimal redactions. Amazon documented the clawback of these documents in five letters over the course of the FTC’s multi-year investigation. For the reasons described below, Amazon maintains that its assertions of privilege are valid, that its clawbacks were proper and reasonable, and that no waiver has occurred. Nonetheless, in the interest of reaching a compromise and avoiding further motion practice, Amazon agrees to revisit certain document redactions, subject to your agreement regarding subject matter waiver.<sup>1</sup>

### **I. Amazon Took Reasonable Steps to Protect Its Privileged Materials**

In its October 24 and November 17 emails, the FTC asked Amazon to provide detailed information regarding the process by which Amazon determined that it had inadvertently produced the privileged documents that it identified in its letters dated January 5, January 13,

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<sup>1</sup> The FTC has not raised any specific concerns regarding the documents identified in Amazon’s November 29, 2022 and April 12, 2023 letters, IC-9 and IC-30, respectively. Please notify Amazon if the FTC has any concerns about IC-9 or IC-30.

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and February 7, 2023. While certain details regarding Amazon's review, including the specific steps Amazon's counsel took and the specific information they considered, are protected attorney work product, Amazon is sharing a high-level chronology of relevant events, which underscores the reasonableness of Amazon's actions.

As an overarching matter, and as we stated on the October 30 meet-and-confer, Amazon's actions with respect to the clawbacks were objectively reasonable. Given the context of the investigation — and the document productions and clawbacks made during it — it is meritless to suggest that clawbacks made within several weeks of Amazon becoming aware of a potential privilege issue constitute a privilege waiver. *See Transamerica Computer Co. v. Int'l Bus. Machines Corp.*, 573 F.2d 646, 651 (9th Cir. 1978) (affirming order finding no waiver, despite inadvertent production of privileged documents, where defendant had been ordered "to produce a large number of documents . . . in a relatively short time"). As set out below, Amazon followed a prompt and rigorous process upon learning of the potential inadvertent production of privileged materials during the course of investigational hearings ("IHs"). The speed with which Amazon completed its review was affected by the competing demands of a condensed schedule of dozens of IHs; the voluminous nature of Amazon's document productions to the FTC; and the mechanics of dealing with materials produced to the FTC in connection with unrelated matters.

The FTC has not identified any problems with Amazon's clawback process, with the possible exception of it not being quick enough.<sup>2</sup> Any such suggestion is wrong. And moreover, the FTC has identified no prejudice it suffered by the clawbacks. Amazon's clawbacks were objectively reasonable. It did not waive privilege.

A. Overview of the Process Behind the January 5, January 13, and February 7 Letters

Amazon made clawbacks within several weeks of becoming aware of the potential inadvertent production of privileged material during IHs. Those actions are objectively reasonable, particularly given the scale of production and time pressure imposed by FTC staff.

As to each clawed back document, Amazon engaged in a diligent internal review process that reasonably took, at most, several weeks to complete. Upon discovering potentially privileged documents, Amazon's counsel worked to understand the factual bases for and evaluate potential privilege claims by speaking with additional witnesses and in-house counsel. Based on these conversations, Amazon was then able to determine that certain documents had been improperly coded as "not privileged." Shortly after Amazon made this determination, it worked to formally claw back the privileged material and provide updated privilege logs to the FTC. Because production was ongoing, this process required Amazon to not only investigate whether other similar documents had been improperly coded and produced, but also update its process for reviewing upcoming productions.

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<sup>2</sup> Amazon does not understand the FTC's November 17, 2023 email to raise any process issues with Amazon's clawbacks.

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Adding to the complexity of this review process, there are often different versions of a single document with different contributors across time. Accordingly, in order to properly protect privileged information, while also giving the FTC the greatest access possible to non-privileged documents, Amazon had to search for different versions and implement privilege calls across multiple versions of documents.

Amazon promptly completed this extensive review process despite an ongoing production of significant scale and time pressure imposed by FTC staff. *See United States v. Wells Fargo Bank, N.A.*, 2015 WL 5051679, at \*2 (S.D.N.Y. Aug. 26, 2015) (clawback that occurred “more than six weeks” after party was notified that it had produced privileged documents was not “unreasonable” given “the scale of discovery” in the case). Staff required Amazon to complete dozens of IHs and additional document productions over the course of four months, from October 2022 through January 2023. In order to comply with the FTC’s tight schedule in the investigation, Amazon issued documents in rolling productions. Throughout this process, Amazon took reasonable steps to evaluate potential privilege claims and apply privilege determinations systematically despite having to quickly prepare these large, complex productions. At the same time that Amazon was making large, rolling document productions, the FTC was engaged in a significant number of IH hearings on a condensed schedule. While preparing for and participating in these IHs, Amazon raised privilege concerns with the FTC. However, Amazon did not halt its productions or the IH process while it investigated these concerns because it relied on the FTC’s representation that Amazon could later claw back inadvertently produced documents even after they were permitted to be used in IHs.<sup>3</sup>

B. January 5 Letter

The summary above demonstrates the reasonableness of Amazon’s conduct with respect to the documents clawed back in Amazon’s January 5 letter. The five documents that were clawed back in the January 5 letter — IC-7, IC-11, IC-12, IC-13, and IC-15 — were produced with partial redactions, while Amazon was continuing to collect information from witnesses. This conduct is reasonable, as explained above. It is Amazon’s understanding that the FTC has questions regarding the “determinations made during the May 6 meeting as the result of legal advice discussed during that meeting” for IC-11 and IC-12. Amazon addresses these questions below in Section II.B.

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<sup>3</sup> In the first IH of the investigation that Covington was permitted to attend, the FTC gave Amazon assurance that the use of a document in an IH would not constitute a waiver of privilege. Oct. 21, 2022 Lindsay Tr. 23:11-20 (“So we’ll stipulate on the record that the use of any document that has any indication of privilege or confidential during this investigational hearing waives nothing at all on behalf of Amazon if all that is done is just sort of ask the witness . . . absolutely, *positively no waiver by virtue of the use of the document here.*”); *Id.* 240:18-21 (“We will not argue that the fact that you allowed the testimony to continue with respect to those documents means that you cannot claw them back or make any other arguments with respect to those documents.”).

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If the FTC believes that Amazon has waived privilege protection over IC-7, IC-11, IC-12, IC-13, or IC-15, please explain the objection and the basis for that objection. Additionally, if the FTC has any objection to the redactions in IC-7, IC-11, IC-12, IC-13, or IC-15 outside of those applying to what the FTC calls “determinations” about the May 6 meeting, please explain the objection and the basis for the objection. Please clarify the FTC’s position with regard to these redactions in writing.

C. January 13 Letter

The summary above also demonstrates the reasonableness of Amazon’s conduct with respect to the documents clawed back in the January 13 letter. The three documents at issue in that letter — IC-1, IC-34 and IC-36 — were all produced from unrelated investigations. In the Prime investigation, Amazon had clearly asserted privilege over the May 6, 2021 meeting and related documents. During Amazon’s corporate IH on January 11, 2023, it became clear that, despite this clear privilege claim, staff had nonetheless searched for documents regarding the May 6, 2021 meeting in productions made by Amazon in separate FTC investigations. This action was surprising and offensive to the Federal Rules.

Amazon’s first step following the FTC’s action was to claw back the three documents that were introduced. IC-1, IC-34 and IC-36 were used in Amazon’s corporate IH on January 11, 2023. All three were clawed back on the record during the IH. Amazon then sent a follow-up letter on January 13 formalizing the claw back of these documents.

The FTC raised that IC-1 was used as an exhibit in Russ Grandinetti’s IH on December 2, 2022. Each witness has different factual knowledge and so not every witness has the factual knowledge to raise privilege concerns from looking at a document. Mr. Grandinetti was not in a position to raise privilege concerns from briefly seeing the document in his IH.

If the FTC believes that Amazon has waived privilege protection over IC-1 for any reason besides prompt action, please explain the objection and the basis for that objection. Amazon is unaware of concerns from the FTC with the claw back of IC-34 and IC-36. If the FTC has any objection to the privilege protection of IC-34 or IC-36, please explain the objection and the basis for that objection. Please clarify the FTC’s position with regard to these documents in writing, including explaining why the FTC did not raise potential privilege issues about these documents in advance of IHs in which they were used and why (if at all) the FTC’s assurance that a document used during an IH could later be clawed back does not apply.

D. February 7 Letter

Following the FTC’s decision to use its access to other investigative databases to undermine Amazon’s privilege protection, Amazon’s second step was to undertake a comprehensive re-review of its privilege coding across all of these additional investigations. This was a significant undertaking. The team working on this re-review needed to understand the coding and collection decisions made in two other investigations. This required discussion with additional witnesses, outside counsel teams, and in-house counsel teams. During this re-review, IHs continued without delay.



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During the January 20, 2023 Amazon corporate IH, Amazon's counsel clawed back IC-31 — a document pertaining to the July 14, 2021 meeting discussed in Section II.A — when it was introduced. Following the January 20 IH, Amazon further investigated this document, meeting, and related documents. As part of that investigation, which included speaking with meeting attendees, Amazon learned about the full privileged nature of this meeting and related documents.

Documents clawed back as part of the February 7 letter and following further factual investigation included:

1. IC-27

This document, used during the IH of Omar Kalim, was clawed back and redacted following additional factual investigation. It is subject to Section II.B below.

2. IC-31

As discussed above, this document was clawed back during the corporate IH on January 20 and formalized in writing as part of the February 7 letter.

3. IC-40

IC-40 is a document that Amazon clawed back during Dharmesh Mehta's IH. Amazon was prompt in its reaction to the FTC's use of the documents during Mr. Mehta's IH.

Amazon raised privilege concerns to staff during the IH and followed up by investigating the privileged nature of this document and any associated testimony. Staff found the document through a merger investigation with a completely different subject matter. Mr. Mehta's role at the company was tangentially, if at all, related to the FTC's Prime investigation. As a result, outside counsel was not familiar with or aware of the teams that contributed to the document. Nevertheless, counsel immediately raised the concern that the document could be privileged and consulted with the witness.

In order to understand if any lawyers contributed to or authored this document, outside counsel needed to discuss with teams beyond the Prime program. Coordinating between these teams and interviewing the proper employees were further complicated by the fact that the document was introduced a week before Christmas.

If the FTC believes that Amazon has waived privilege protection over IC-40 for any reason besides prompt action please explain the objection and the basis for that objection in writing.

4. IC-37, IC-46, IC-50, IC-51, IC-52, IC-53, IC-54, and IC-55

Amazon is unaware of concerns from the FTC with the claw back of IC-37, IC-46, IC-50, IC-51, IC-52, IC-53, IC-54, and IC-55. If the FTC has any objection to the privilege protection of



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IC-37, IC-46, IC-50, IC-51, IC-52, IC-53, IC-54, or IC-55, please explain the objection and the basis for that objection in writing.

## **II. Amazon Has Properly Substantiated Its Privilege Claims on Its Privilege Log and through the Declaration of Mark England**

Amazon's privilege logs confirm the privileged nature of the documents that were clawed back. Mark England's declaration gives additional background to substantiate Amazon's privilege claims. To date, the FTC has not identified any deficiencies in Amazon's privilege logs. If the FTC believes any log to be deficient, please explain the purported deficiency.

The FTC has raised questions about whether privilege extends to the July 14 memo and related presentations (*e.g.*, IC-4, IC-5, IC-17) (the "July 14 Memo"), and the outcome of legal guidance given at the May 6 meeting.<sup>4</sup> Amazon is unaware of any other specific privilege objections to the rest of the document set. If the FTC believes that any additional document or set of documents are not protected by privilege, please explain the basis for that belief in writing.

### **A. July 14 Memo**

The July 14 Memo was prepared in order to obtain legal advice and has been properly logged as privileged. *AT&T Corp. v. Microsoft Corp.*, 2003 WL 21212614, at \*3 (N.D. Cal. Apr. 18, 2003) ("Communications containing information compiled by corporate employees for the purpose of seeking legal advice and later communicated to counsel are protected by attorney-client privilege.") (citing *Upjohn v. United States*, 449 U.S. 383, 394-95 (1981)). These meeting materials, some of which contain Jamil Ghani's handwritten notes while receiving advice, have also been properly logged as privileged. *Branch v. Umphenour*, 936 F.3d 994, 1005-06 (9th Cir. 2019) ("The attorney-client privilege protects confidential disclosures made by a client to an attorney in order to obtain legal advice ... as well as an attorney's advice in response to such disclosures."). The July 14 Memo was prepared to provide two Amazon attorneys "with information about specific changes that the Prime team was contemplating, so that [the attorneys] could provide legal advice during the July 14 Meeting regarding those contemplated changes." England Declaration ¶ 21. As such, Amazon's privilege claim over this memo is valid.

### **B. May 6 Meeting Redactions**

Contrary to the FTC's suggestion, Amazon has not redacted or claimed privilege over the non-privileged implementation of changes to Prime's enrollment flows. **Instead, Amazon has redacted references to the timing of advice provided by legal counsel, which is properly logged as privileged.** The court in *In re MacBook Keyboard Litig.*, a citation offered by the FTC, held that while plaintiffs were "entitled to discover what Apple decided" . . . "[p]laintiffs may not inquire about what advice Apple's legal counsel gave or how that advice informed Apple's decision." 2020 WL 1265629, at \*4 (N.D. Cal. Mar. 17, 2020). Nonetheless, Amazon has further reviewed

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<sup>4</sup> Regarding IC-2, Amazon directs the FTC to the England Declaration (¶ 26), which substantiates the privilege claim. Amazon has not located a response to the email shown in IC-2.

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its redactions to IC-7, IC-8, IC-10, IC-11, IC-12, IC-14, IC-16, IC-23, IC-24, IC-25, IC-26, IC-27, IC-28, IC-29, IC-32, IC-33, IC-38, IC-41, IC-42, IC-43, IC-44, IC-45, IC-47, and IC-49 and is willing to narrow its redactions if the FTC agrees that it will not argue that Amazon's production of the previously redacted information acts as a subject matter waiver of other communications made at or related to the May 6 meeting. Please let us know if the FTC agrees to this condition.

**III. Quick Peek Procedure**

In the FTC's November 17, 2023 email, it asked whether Amazon would consider agreeing to a "quick peek" procedure to allow FTC staff a one-time look — without any privilege waiver — at some or all of the clawback documents to assess Amazon's privilege claims. Given that this letter addresses and responds to the FTC's privilege arguments and questions, Amazon does not agree to the "quick peek" procedure.

Sincerely,

Laura Kim  
John Graubert  
John Hall  
Laura Flahive Wu  
Stephen Anthony  
Megan Rodgers

# Attachment 5

**From:** King, Jason [/O=AMAZON/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=ECEC0F51B81B4298AE27E8DA7D113EF6-JASKNGZ]  
**Sent:** 4/21/2022 1:38:54 PM  
**To:** Kalim, Omar [okalim@amazon.com]  
**Subject:** FW: [Confidential] Prime Hexagon Update Week of 18 April 2022

Hi Omar,

The most updated information on headwinds is in the update below. I mixed the base definitions with current status. There is more information in the update below this thread. I am meeting with Taft and Jonny shortly to assess the way ahead on HWs.

\* EU MFA is a multi-factor authentication program driven by European Union regulation. EU MFA is one of three currently impacting headwind, enforced in 12 Prime EU locales. : As of 4/4, twelve EU locales are at 100% enforcement for Prime (IT 4/12, NL 4/21, ES 4/30, DE 5/3, FR 5/19, AT 3/14, LU, BE, PT 5/21, SE, PL and IE 7/1) which represent [REDACTED] of EU Prime transactions subject to MFA. As of 3/14 UK is fully enforced with all banks presenting an MFA challenge to 100% of transactions (recurring and one-time). We continue solving enforcement issues, launching new products/features and partnering with Outreach team to improve CX and mitigate MFA.

\* Android IAP (Bishop) originates from Android In App Purchasing (IAP) initiatives in response to changes in Google's IAP policies that have a direct impact on in app purchases and subscriber revenue. Previously, Google required that Google Play-distributed apps must use Google Play's Billing system (GPB) for any transactions involving in-app purchases (IAP) of digital content, including subscriptions from 4/1 (the only exception being IN, which has a 10/31 enforcement date). On 3/25, Prime and mShop app received a two-month extension to the previous 4/1 enforcement date, now effective 6/1. Tech scoping indicates that IAP integration will be an extra-large tech effort (570 SDE weeks for IAP MLP integration in 24 locales) with cross-dependencies across Amazon (DEP, DCCS and mShop) and therefore not feasible to be completed by 6/1. Therefore, to comply with this Google policy, Prime will suppress all upsells on the Android mShop app and customers will not be able to sign up for Prime on the app from 6/1.

\* TrueSPC is a work-stream designed to mitigate the impact of migrating to a new Checkout Desktop CX, which is coupled with the Amazon wide goal of deprecating Gurupa (a legacy system) in favor of Chewbacca to provide a more robust, flexible, and secure architecture. The mitigation target for Prime TrueSPC is now set to achieve [REDACTED] mitigation by 9/30. This includes i) launching Panel, Modal and OSU in top 8 locales (US, UK, DE, FR, IT, ES, JP, & CA), ii) complete first round of content testing, iii) launch UPDP coexistence, iv) launch 80% of tech latency improvements, and v) launch TrueSPC baseline in remaining 10 low-impact locales. TrueSPC baseline is launched in 2 marketplaces (PL, SE), and will launch in EG on 5/16. We have completed final prelaunch testing for TrueSPC baseline in 5 locales (AU, BR, MX, NL, SG). We are executing final prelaunch testing for baseline in 8 locales (US, EU6, JP, CA). TCM work for baseline is in progress in 5 locales (AE, SA, TR, IN, CN). We dialed-up experiment for Panel/Modal in FRITES on 4/14. Panel/Modal is completed in US, UK, DE, FRITES, and CA, and in-progress for JP. The Prime Seattle team is also partnering with the MENA team to launch Panel/Modal in EG by 5/16, and enable Panel/Modal in SA and AE by end of May. We have an interim milestone goal to dial-up TrueSPC in one locale for non-Prime customers by 7/29. We are currently finalizing the plan to dial-up 5-8 low-impact locales plus 1 high-impact locale by end Q2. This plan will be shared at 5/4 PLT meeting with decision to be finalized by 5/6.

\*Mobile Ingress is a subset of TruSPC. On 2/28, Hexagon Finance team learned about the Mobile Ingress headwind, and based on 7 days of data post the 50% dial-up of Mobile Ingress on 3/3, the estimated annualized impact to Prime [REDACTED] Mar'22 to Feb'23 that excludes Bishop impacts). The 100% dial-up

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for Mobile Ingress in all locales has been delayed from 3/9 due to significant negative impact to GCCP and the Customer Journey team is performing additional deep dives and present to leadership to make a launch decision. Mobile Ingress impacts UPDP on Mobile devices therefore, there is an overlap with CX Upsell Headwind to the extent of Mobile devices. As we include Mobile Ingress impact in the total Hexagon impact, we would further need to dedupe CX Upsell impact to avoid double counting of the impact on Mobile UPDP. Therefore, CX Upsell revised estimates in this scenario will be [REDACTED] because of a) Impact deduped due to Mobile Ingress and Android IAP overlaps, b) Tailwind from Android IAP, and c) CX Upsell Mitigations on the roadmap.

\* CX Satisfaction Upsell originates from a Prime Account CX Satisfaction document C-team reviewed in Q2 2021 and is currently impacting in the US. We are modifying Prime upsells to surface plan information like price and duration outside the T&Cs, updating the Accept and Decline CTAs to ensure customers are even clearer about the actions they are taking and ensuring that the positive CTA clearly mentions Prime to further improve the CX. The CX Satisfaction upsell work-stream is being addressed in 2 tracks (formerly phases): 1) the short-term changes necessary to ensure our existing CX meets the CX Satisfaction bar, and 2) long-term capabilities necessary to safeguard against CX Satisfaction regression and support easier content management across all use cases.

\* CX Satisfaction Cancel also originates from the Prime Account CX Satisfaction document C-team reviewed on May 6, 2021 and is impacting in the EU. [REDACTED] Our revised member impact [REDACTED] with the variance being driven by two primary factors. First, we launched an initial round of changes in the EU on Dec 8, 2021 (removing content that appears more than once in the cancel flow, rationalizing CTAs, and shortening/simplifying verbiage), which have resulted in larger negative impact than originally estimated. The CX Satisfaction-Cancel workstream is focused on 2 phases. [REDACTED] Phase 2 has two primary goals: introduce personalized content to Prime Central to address cancel intent; and launch a new cancel flow that allows the length and content of the flow to be targeted per member segment.

DE Law on Fair Consumer Contracts is a subset of CX Cancel. Germany is confronted with the DE-specific law on Fair Consumer Contracts which contains two provisions impacting Prime. Provision 1 introduces a 2-button cancellation process which changes how Prime members cancel their membership going forward (enforcement in July 2022) while Provision 2 regulates the maximum duration of consumer contracts (enforcement began on March 1st 2022).

Respectfully,  
Jason

[Slack me](#)  
[jaskngz@Amazon.com](mailto:jaskngz@Amazon.com)

**From:** King, Jason  
**Sent:** Wednesday, April 20, 2022 2:46 PM  
**To:** 'prime-hexagon-distro@amazon.com' <prime-hexagon-distro@amazon.com>  
**Subject:** [Confidential] Prime Hexagon Update Week of 18 April 2022

	
Prime Headwinds (Hexagon) Bi-Weekly Status Report	Report Published Date

20 April 2022

Program Overview

North Star Vision Statement: Risks to Prime memberships are identified and mitigated prior to impacting the member experience.

The Prime Headwind (Hexagon) Program consolidates and communicates forecasted and impacting risks to Prime Memberships across Prime WW. The ultimate goal of this program is to unite the knowledge, experience, and technical capability of Prime WW to identify, prioritize and mitigate known and emerging headwinds.

Note: We would like to thank Alnoor Dinani for his hard work and dedication to the Hexagon cause for the last seven months. Alnoor created the financial estimates we continue to build upon. We also welcome Jonny Tam in as the headwinds finance lead. Jonny will be helping us align on estimates through a monthly Hexagon review going forward. The first review is scheduled for 11 May. Due to this additional ask from all Hexagon team members, this bi-weekly update will be published once a month and offset two weeks from the Hexagon MBR going forward.

Prime Headwind Wiki (TBP) | [Contact us](#) | [Subscribe for Updates](#)

Headwind PLT Schedule

4/27/2022	5/4/2022	5/11/2022	5/18/2022
CNX due to LTS	0800-0900 Gurupa / TruSPC 0900-1000 Project Seven	0800-0900 Hexagon MBR	0800-0900 CX Satisfaction

Bishop [\(Kingpin Goal\)](#)

PM: [Van Ha](#), Tech leader: [Chander Viswanathan](#)

The Bishop team focuses on Android In App Purchasing (IAP) initiatives in response to changes in Google's IAP policies that have a direct impact on in app purchases and subscriber revenue. Previously, Google required that Google Play-distributed apps must use Google Play's Billing system (GPB) for any transactions involving in-app purchases (IAP) of digital content, including subscriptions from 4/1 (the only exception being IN, which has a 10/31 enforcement date). As of 3/25, Prime and mShop app has received a two-month extension to the previous 4/1 enforcement date, now effective 6/1.

Tech scoping indicates that IAP integration will be an extra-large tech effort (570 SDE weeks for IAP MLP integration in 24 locales) with cross-dependencies across Amazon (DEP, DCCS and mShop) and therefore not feasible to be completed by 6/1. Therefore, to comply with this Google policy, Prime will suppress all upsells on the Android mShop app and customers will not be able to sign up for Prime on the app from 6/1.

At this time, we are driving towards a P0 Compliance MLP (free trial / hard offer signup on non-checkout locations + basic data and accounting req.) launch in the first locale in 12/22 (assuming we can start ASAP) followed by MLP expansion to all marketplaces by Q4 2023. In subsequent IAP launch iterations, we will prioritize (1) launching in checkout locations, (2) streamlining dependency on accounting and QA with automation techniques, and (3) launching additional mitigators such as enabling auto-plan transitions for Segment plans, FTRE for GPB acquired customers and other Prime subscription management features. While the IAP integration is not expected to have any member impact for 2022 given its launch in 12/22, we expect the MLP to mitigate the headwind in 2023. In parallel, the team is also building and scaling additional initiatives that will help mitigate the headwind impact for the duration of the upsell suppression. With the near-term initiatives, we expect to mitigate [REDACTED] of the total headwind [REDACTED] 2022. Region-specific brainstorm sessions were conducted in April, and some net new ideas were generated and will be implemented based on impact and technical effort, leveraging region-specific Tech Centers of Excellence in away-team models where possible, to further mitigate Google IAP impact.

TruSPC (Goals in-line with Subsets)



<p>PM: <a href="#">Michael Bruhanov</a>, TPM: <a href="#">Phillip Magnay</a>, Tech leader: <a href="#">Vivek V</a></p> <p><b>TrueSPC Migration (Kingpin Goal)</b>: The mitigation target for Prime TrueSPC is now set to achieve 80% of tech latency improvements, and v) launch TrueSPC baseline in remaining 10 low-impact locales. TrueSPC baseline is launched in 2 marketplaces (PL, SE), and will launch in EG on 5/16. We have completed final prelaunch testing for TrueSPC baseline in 5 locales (AU, BR, MX, NL, SG). We are executing final prelaunch testing for baseline in 8 locales (US, EU6, JP, CA). TCM work for baseline is in progress in 5 locales (AE, SA, TR, IN, CN). We dialed-up experiment for Panel/Modal in FRITES on 4/14. Panel/Modal is completed in US, UK, DE, FRITES, and CA, and in-progress for JP. The Prime Seattle team is also partnering with the MENA team to launch Panel/Modal in EG by 5/16, and enable Panel/Modal in SA and AE by end of May. We have an interim milestone goal to dial-up TrueSPC in one locale for non-Prime customers by 7/29. We are currently finalizing the plan to dial-up 5-8 low-impact locales plus 1 high-impact locale by end Q2. This plan will be shared at 5/4 PLT meeting with decision to be finalized by 5/6.</p> <p><b>Chewbacca Migration</b>: There are currently 5 active projects in the Chewbacca migration track: i) Mobile UPDP migration to Chewbacca, ii) Rewrite UPDP trigger logic in Chewbacca mobile ingress, iii) Prime signup endpoint development in Java, iv) Desktop UPDP migration and v) Panel/Modal migration to Chewbacca. The foundation work developed in these projects will then support the migration to Chewbacca of the remaining checkout upsells. Mobile UPDP bug fixes are complete and we have handed over QA on 4/18 for testing. Dev complete for the rewrite the UPDP trigger logic in Chewbacca is green for 5/12. Development for the Chewbacca migration of remaining checkout WW (SOSP ISOA Mobile, SPC Stripe Mobile/Desktop, SPC ISOA Mobile/Desktop, SPC Popover Mobile/Desktop) have now been finalized to 6/25.</p> <p><b>Gurupa Migration (Kingpin Goal)</b>: This workstream is split into non-checkout and checkout end-points and is focused on migrating all Prime dependencies from Gurupa to an Infosec approved solution. We have completed migration of 52 % of the current scope. This includes 13 partner tickets and 45 prime owned endpoints. We were on target to complete 62% by end of Q1'22 but we will not be able to meet this milestone due to the delays in completing Embu, Amabot and Ms3DynamicWidgetWrapper. By Q2'2022, we plan to complete 71% of migration. We are still tracking GREEN to complete the Gurupa migration for Prime by 3/31/2023 with an ETA to complete non-checkout migration by 9/30/22 and checkout migration by 3/31/23.</p> <p><b>Mobile Ingress PM: <a href="#">Deepak Ramanathan</a></b></p> <p>On 2/28, Hexagon Finance team learned about the Mobile Ingress headwind, and based on 7 days of data post the 50% dial-up of Mobile Ingress on 3/3, the estimated annualized impact to Prime is -1.4MM AMB (Mar'22 to Feb'23 that excludes Bishop impacts). The 100% dial-up for Mobile Ingress in all locales has been delayed from 3/9 due to significant negative impact to GCCP and the Customer Journey team is performing additional deep dives and present to leadership to make a launch decision.</p> <p>Mobile Ingress impacts UPDP on Mobile devices therefore, there is an overlap with CX Upsell Headwind to the extent of Mobile devices. As we include Mobile Ingress impact in the total Hexagon impact, we would further need to dedupe CX Upsell impact. [REDACTED] to avoid double counting of the impact on Mobile UPDP. Therefore, CX Upsell revised [REDACTED] because of a) Impact deduped due to Mobile Ingress and Android IAP overlaps, b) Tailwind from Android IAP, and c) CX Upsell Mitigations from the [REDACTED].</p>	
<p><b>CX Satisfaction (Goals in-line with Subsets)</b></p>	
<p><b>Signup (Kingpin Goal)</b></p> <p>PM: <a href="#">Emily Ikeda-Flowers</a> Tech leader: <a href="#">Ashwin Bharghav Balakrishna</a></p> <p>The CX Satisfaction upsell work-stream is being addressed in 2 tracks (formerly phases): 1) the short-term changes necessary to ensure our existing CX meets the CX Satisfaction bar, and 2) long-term capabilities necessary to safeguard against CX Satisfaction regression and support easier content management across all use cases.</p> <p>Track 1 - Under development: Track 1 covers the short-term CX enhancements necessary to ensure our existing experience meets our CX satisfaction bar. [REDACTED] For remaining locales, we reviewed our new roadmap with estimated impact with PLT on 5/18, and have set up follow-up meetings with locale leads (JP, EU) to discuss next steps ahead of planned Q3'22-Q1'23 implementation.</p> <p>Track 2 - Under development: Track 2 covers the long-term capabilities we need to develop to safeguard against CX Satisfaction regression. We aligned on broad categories of changes to be made in Track 2 (scalable content management, bulk template updates, content maintenance via QA automation, monitoring) and are currently breaking each category into immediate actions and north star approach, which will be reviewed with PLT on 5/18.</p> <p><b>Cancel (Kingpin Goal)</b></p> <p>PM: <a href="#">Benjamin Goeltz</a>, TPM: <a href="#">Sumedh Dandge</a>, Tech leader: <a href="#">Ankit Goyal (Prime)</a></p>	



The CX Satisfaction-Cancel workflow is focused on 2 phases. Phase 1 [REDACTED] Phase 2 has two primary goals: introduce personalized content to Prime Central to address cancel intent; and launch a new cancel flow that allows the length and content of the flow to be targeted per member segment.

**Phase 1** Phase 1 scope is the following three changes: 1) standardize the navigation button CTA to "continue to cancel" on page one and two of Iliad; 2) ensure the "items tied to your membership" widget only exists on page three of Iliad; and 3) shorten verbiage on pages two and three of Iliad. We launched these changes on Dec 8 in the EU (DE/FR/IT/ES/NL/SE/PL), and based on actual results since launch [REDACTED] We met with PLT on Feb 2 to discuss opportunities to claw back members, and aligned on a number of short-term experiments (e.g., updating the header and content on the first and second pages of the cancel flow). We have run 12 experiments in the cancel flow across DE/FR/IT/ES [REDACTED] and are continuing to experiment in Q2'22 ahead of Phase 2 launch.

**Phase 2** is made up of two parts. Part 1 covers two changes to Prime Central. 1) We launched experiments of the Benefits Tracker widget in EU/UK/US/JP, and dialed up in IT/ES/MX/UK given positive results. For locales that we didn't dial up, we saw positive impact for specific cohorts (notably HO), and will deep dive with Finance in Apr'22 into what additional targeting we can implement to drive better/positive results (e.g., targeting members who have more than a minimum threshold of benefit usage), and expand our launch to additional locales. We have also tested this widget in the cancel flow (part of claw back experiments, referenced above). 2) We launched the Member Since widget in the US, and saw flat results. Next steps are to: a) evaluate if specific cohorts responded positively (ETA 4/29), and re-launch with additional targeting; and b) experiment with the widget in EU (ETA 4/29).

Part 2 aims to reduce the length of Iliad flow (from 3-pages to 2-pages), and provide targeted content within the flow based on member's cancel intent. We will be delivering phase 2 in multiple iterations throughout Q1 and Q2 2022 with each iteration delivering the 2-page flow in different EU locales. The first iteration of the basic 2-page cancel flow experiment (Baseline Interstitial page and New Cancel page) launched in SE and PL locales on April 14. Subsequent iterations will include launching these experiments in FR, ES, IT, NL, DE and UK locales (ETA early June). The team has started development for these locales and expects to start QA on May 2.

**Risk:** Departure of one SDE from the VCR team has created a resource risk on Café. Additionally, two other SDE resources working on the program were assigned to fulfill another headwind in DE (DE Law on Fair Consumer Contracts - see details below). Mitigation: In Q2, in addition to delivering the 2-page flow in EU, the Café team will only be able to include those experiments that do not require SDE support and can be handled by the TCM.

Finally, as part of ongoing mitigation efforts, we met with the European Commission (EC) on 3/23 and shared additional details about our 2 page flow, and our plans to launch the new flow in EU by 6/30. We plan to meet again with the EC in mid-June, ahead of our Phase 2 launch, to share final versions of our 2 page cancel flow CX.

**DE Law on Fair Consumer Contracts (Klingpin Goal)**

PM: [Nina Hetzner](#), TPM: @Prashant Pandey, Tech leader: [Chander Viswanathan](#)

Germany is confronted with the DE-specific law on Fair Consumer Contracts which contains two provisions impacting Prime. Provision 1 introduces a 2-button cancellation process which will change how Prime members can cancel their membership going forward while Provision 2 regulates the maximum duration of consumer contracts.

**Provision 1 on 2-button cancellation process** [REDACTED] requires the introduction of a permanently available as well as directly and easily accessible first cancellation button leading to a cancellation page where customers can specify the details of their cancellation and submit it by clicking a second button. Thus, we have to establish a second cancellation flow in parallel to our existing cancellation flow ("Iliad") covering for all Amazon subscriptions. The provision will come into force in July 2022. To address this, we formed a team of loaned SDEs (phase 1) and will in parallel hire and set up a more permanent team (funded by partner subscriptions and Prime) which will continue building and owning the solution post July'22 (phase 2). Status update: **YELLOW** driven by resource constraints – we scoped the project with 6 SDEs but only had 5 SDEs from January until end of March. On-calls further reduced total effective SDE bandwidth. While the TIGER team is now fully staffed following reduction of on-calls until July 1 to further increase bandwidth, the project and timely regulatory compliance remain at risk. Path to **GREEN**: We are in discussion with Customer Service (CS) to deprioritize cancellation automation from initial launch scope while maintaining compliance. At launch, all cancellation requests would be handled by CS and the TIGER team will focus on cancellation automation for TIGER team subscriptions (Prime, PV, Music, Audible, Kindle) as a fast follow by 07/30. Approval received from Consumer & Audible CS, Digital pending (ETA: 4/22). Longer-term funding remains **RED** as we have only been able to open two requisitions (Prime + Prime Video) as of now, discussions open with Music and Sns.

**Provision 2 on maximum duration of contract** [REDACTED] Under this provision, Prime members on annual plan must be able to cancel at any time with one month notice once their initial contract has renewed. We will address this by offering a renewing annual Prime plan which can be canceled with immediate effect from second membership year onwards. Effectively this means we will change our reimbursement policy for customers on annual plan to pro-rated from year 2 onwards, independent of benefit usage. The provision will become effective starting 3/1/2022 and will impact renewing customers from 3/1/2023. Existing Prime members are excluded from the new provision but we will monitor media and CS feedback closely with the option to include existing members in the new policy quickly in case of negative PR or customer sentiments. Status update: **LAUNCHED** on 3/1.



<b>EUMFA Weekly Update <a href="#">(Kingpin goal)</a></b>																	
PM: <a href="#">Ranjot Singh</a> / <a href="#">Juan Carlos Perez Navarro</a> , TPM: <a href="#">Vinod Kostka</a> / <a href="#">Ankit Kumar</a> , Tech leader: <a href="#">Ankit Goyal</a> (Prime)																	
<b>1. Enforcement status:</b> As of 4/4, twelve EU locales are at 100% enforcement for Prime (IT 4/12, NL 4/21, ES 4/30, DE 5/3, FR 5/19, AT 3/14, LU, BE, PT 5/21, SE, PL and IE 7/1) which represents <span style="background-color: black; color: black;">[REDACTED]</span> of EU Prime transactions subject to MFA. As of 3/14 UK is fully enforced with all banks presenting an MFA challenge to 100% of transactions (recurring and ALC). We continue solving enforcement issues, launching new products/features and partnering with Outreach team to improve CX and mitigate MFA.																	
<div></div>																	
<b>3. Upcoming Launches:</b>																	
<ul style="list-style-type: none"><li>Challenge/AuthN indicator flexibility (In dial up). Feature to configure Authentication and Challenge indicator codes to all three plugins (Cardinal, Payline and CA). These values will be configurable by Market Place ID, Card Network and Bank Name.</li><li>Conditional payment preference update (4/30). Customers are allowed to update their payment preference in PC Wallet only after completing MFA challenge (when required).</li><li>Update Everywhere for MIT (4/30). Enable MFA token collection for customer that want to default their retail card for Prime subs.</li><li>Auto-defer (4/30). Selective MFA declines moving to deferral CX, these customers can complete the MFA challenge at a later, more convenient time via 30 days of existing on-site risk messages with CTAs for MFA resolution.</li><li>EBPM II (5/5). Prompt customers to verify and even update backup payment methods that are MFA ready to Primary payment method for prime there by helping with higher ASR/PSR.</li></ul>																	
<b>The Team of Teams</b>																	
<table><thead><tr><th colspan="2">Team Members</th></tr></thead><tbody><tr><td>Prime Leadership</td><td>Jamil Ghani, Lisa Leung, Noah Borun, Dhaval Parmar, Paul Davis</td></tr><tr><td>Bishop</td><td>Van Ha, Chander Viswanathan</td></tr><tr><td>TruSPC</td><td>Michael Bruhanov, Phillip Magnay, Deepak Ramanathan, Vivek V.</td></tr><tr><td>CX Satisfaction Upsell</td><td>Emily Ikeda-Flowers, Ashwin Bhargav Balakrishna</td></tr><tr><td>CX Satisfaction Cancel</td><td>Ben Goeltz, Sumedh Dandge, Ankit Goyal, Nina Hetzner, Prashant Pandey, Chander Viswanathan</td></tr><tr><td>EUMFA</td><td>Ranjot Singh, Juan Carlos Perez Navarro, Vinod Kostka, Ankit Kumar, Ankit Goyal</td></tr><tr><td>Hexagon PM</td><td>Jason King</td></tr></tbody></table>		Team Members		Prime Leadership	Jamil Ghani, Lisa Leung, Noah Borun, Dhaval Parmar, Paul Davis	Bishop	Van Ha, Chander Viswanathan	TruSPC	Michael Bruhanov, Phillip Magnay, Deepak Ramanathan, Vivek V.	CX Satisfaction Upsell	Emily Ikeda-Flowers, Ashwin Bhargav Balakrishna	CX Satisfaction Cancel	Ben Goeltz, Sumedh Dandge, Ankit Goyal, Nina Hetzner, Prashant Pandey, Chander Viswanathan	EUMFA	Ranjot Singh, Juan Carlos Perez Navarro, Vinod Kostka, Ankit Kumar, Ankit Goyal	Hexagon PM	Jason King
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EUMFA	Ranjot Singh, Juan Carlos Perez Navarro, Vinod Kostka, Ankit Kumar, Ankit Goyal																
Hexagon PM	Jason King																

# Attachment 6

The Honorable John H. Chun

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE

FEDERAL TRADE COMMISSION,

Plaintiff,

v.

AMAZON.COM, INC.,

Defendant.

No. 2:23-cv-0932-JHC

**DEFENDANT'S OBJECTIONS AND  
RESPONSES TO PLAINTIFF'S  
FIRST SET OF REQUESTS FOR  
PRODUCTION OF DOCUMENTS**

Pursuant to Federal Rule of Civil Procedure 26 and 34, Defendant Amazon.com, Inc. ("Amazon") hereby provides the following objections and responses to Plaintiff's First Set of Requests for Production of Documents, dated August 4, 2023, as follows.

**I. PRELIMINARY STATEMENT**

1. Amazon makes the following responses without prejudice to its rights to rely on or use, at trial or other judicial proceedings in this action, subsequently discovered facts, documents, or information, or facts, documents, and information omitted from these responses as a result of mistake, error, oversight, or inadvertence.

2. In responding to these Requests, Amazon neither waives nor intends to waive, and instead expressly reserves, any and all objections it may assert now or in the future, including objections to the relevance, competence, materiality, admissibility, or use (including introduction at trial or any hearing in this action) of any document or information produced in response to any Request. Amazon's representations concerning whether it is withholding documents pursuant to

AMAZON'S OBJECTIONS AND RESPONSES TO  
PLAINTIFF'S FIRST SET OF RFPS  
(2:23-cv-0932-JHC) - 1

Davis Wright Tremaine LLP  
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Seattle, WA 98104-1610  
206.622.3150 main • 206.757.7700 fax

any specific objection are based on its current understanding and the information reasonably available to it at this time.

## II. OBJECTIONS TO INSTRUCTIONS

1. Amazon objects to Plaintiff's instructions to the extent that they purport to impose obligations or burdens on Amazon that go beyond those imposed by the Federal Rules of Civil Procedure and the Local Civil Rules. Amazon will comply with the Federal Rules of Civil Procedure and the Local Civil Rules, but assumes no further obligations in responding to these requests.

## III. OBJECTIONS AND RESPONSES TO REQUESTS

### **REQUEST FOR PRODUCTION NO. 1:**

All 54 documents listed in Attachment 37 to the June 18, 2023 Declaration of Adam Rottner (Dkt. #4-1 at 302-08) without redactions.

### **RESPONSE TO REQUEST FOR PRODUCTION NO. 1:**

Amazon objects to the Request because it seeks documents and information that are protected from discovery by the attorney-client privilege, the work product doctrine, and other applicable privileges, immunities, and protections. *See, e.g., United States v. ChevronTexaco Corp.*, 241 F. Supp. 2d 1065, 1076 (N.D. Cal. 2002) (protecting "communications between corporate personnel and their in-house counsel made for the purpose of securing legal advice are protected by the privilege."); *United States v. Nobles*, 422 U.S. 225, 237-38 (1975); *see also* Def.'s Opp'n to Pl.'s Mot. to Desequester, ECF No. 50. Amazon further objects to the Request because it calls for documents that are not relevant to any party's claims or defenses. Separate from and in addition to the above objections, Amazon objects to producing any confidential materials until an appropriate protective order is entered by the Court.

Subject to and without waiving these objections, Amazon responds that all documents responsive to the Request are protected from discovery either wholly or in part by the attorney-client privilege and/or the work product doctrine. Amazon will provide a privilege log with

1 entries for each of the responsive documents. Amazon has previously produced to Plaintiff  
2 redacted versions of the documents responsive to the Request that are privileged in part.

3  
4 DATED this 5th day of September, 2023.

5  
6  
7 DAVIS WRIGHT TREMAINE LLP

8 By s/ Kenneth E. Payson

9 Kenneth E. Payson, WSBA #26369  
10 James Howard, WSBA #37259  
11 920 Fifth Avenue, Suite 3300  
12 Seattle, WA 98104-1610  
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14 COVINGTON & BURLING LLP

15 Stephen P. Anthony\*  
16 Laura Flahive Wu\*  
17 Laura M. Kim\*  
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25 Megan L. Rodgers\*  
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E-mail: mrodgers@cov.com

27  
AMAZON'S OBJECTIONS AND RESPONSES TO  
PLAINTIFF'S FIRST SET OF RFPS  
(2:23-cv-0932-JHC) - 3

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*\*admitted pro hac vice*

Attorneys for Defendant  
AMAZON.COM, INC.

AMAZON'S OBJECTIONS AND RESPONSES TO  
PLAINTIFF'S FIRST SET OF RFPS  
(2:23-cv-0932-JHC) - 4

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**CERTIFICATE OF SERVICE**

I hereby certify that I caused a true and correct copy of the document to which this Certificate of Service is attached to be served in the manner as indicated below:

EVAN MENDELSON (D.C. Bar #996765)	<input type="checkbox"/> Messenger
OLIVIA JERJIAN (D.C. Bar #1034299)	<input type="checkbox"/> U.S. Mail, postage prepaid
THOMAS MAXWELL NARDINI	<input type="checkbox"/> Federal Express
(IL Bar #6330190)	<input type="checkbox"/> Facsimile
Federal Trade Commission	<input checked="" type="checkbox"/> Email
600 Pennsylvania Avenue NW	<input type="checkbox"/> ECF
Washington, DC 20580	
(202) 326-3320; emendelson@ftc.gov	
(202) 326-2749; ojerjian@ftc.gov	
(202) 326-2812; tnardini@ftc.gov	

*Attorneys for Plaintiff*

Declared under penalty of perjury under the laws of the State of Washington.

DATED this 5th day of September, 2023.

s/ Kenneth E. Payson  
Kenneth E. Payson, WSBA #26369

# Attachment 7



**Rottner, Adam**

---

**From:** Mendelson, Evan  
**Sent:** Friday, January 19, 2024 5:42 PM  
**To:** Flahive Wu, Laura; Joseph Aronsohn; Jerjian, Olivia; Nardini, Thomas; Hoffman, Elena; Zwonik, Ryan; Frech, Jacob  
**Cc:** John C. Hueston; Moez M. Kaba; Joseph A. Reiter; Vicki Chou; Kelly, Kevin; Kim, Laura; Graubert, John; Anthony, Stephen; Hall, John; Rodgers, Megan; Capuano, Marc; Payson, Kenneth; Howard, Jim; SEA Docket; Chan, Gina; Green, Jennifer; Mejia-Portillo, Johana; Awad, Yara; MacDonald, Colin; kristinachin@dwt.com  
**Subject:** RE: FTC v. Amazon.com, Inc., et al., No. 2:23-cv-00932-JHC (W.D. Wash.)  
**Attachments:** FTC Scanned Document\_12062023105305.pdf

In addition to the materials cited below, we also plan on filing or describing:

- 18. AMZN\_00171492
- 19. Nelson IH Tr. 111
- 20. The attached document (which you provide to us in hard copy during the investigation)

Evan M. Mendelson  
Federal Trade Commission  
Bureau of Consumer Protection  
Enforcement Division  
600 Pennsylvania Avenue, NW, CC-9528  
Washington, DC 20580  
Phone: (202) 326-3320  
Fax: (202) 326-3197

---

**From:** Flahive Wu, Laura <lflahivewu@cov.com>  
**Sent:** Wednesday, January 17, 2024 7:15 PM  
**To:** Mendelson, Evan <emendelson@ftc.gov>; Joseph Aronsohn <jaronsohn@hueston.com>; Jerjian, Olivia <ojerjian@ftc.gov>; Nardini, Thomas <tnardini@ftc.gov>; Hoffman, Elena <ehoffman@ftc.gov>; Zwonik, Ryan <rzwonik@ftc.gov>; Frech, Jacob <jfrech@ftc.gov>  
**Cc:** John C. Hueston <jhueston@hueston.com>; Moez M. Kaba <mkaba@hueston.com>; Joseph A. Reiter <jreiter@hueston.com>; Vicki Chou <vchou@hueston.com>; Kelly, Kevin <Kkelly@cov.com>; Kim, Laura <LKim@cov.com>; Graubert, John <jgraubert@cov.com>; Anthony, Stephen <santhony@cov.com>; Hall, John <jhall@cov.com>; Rodgers, Megan <mroddgers@cov.com>; Capuano, Marc <MCapuano@cov.com>; Payson, Kenneth <KennethPayson@dwt.com>; Howard, Jim <JimHoward@dwt.com>; SEA Docket <SEADocket@dwt.com>; Chan, Gina <GinaChan@dwt.com>; Green, Jennifer <JenniferGreen@dwt.com>; Mejia-Portillo, Johana <jmejiaportillo@ftc.gov>; Awad, Yara <yawad@ftc.gov>; MacDonald, Colin <cmacdonald@ftc.gov>; kristinachin@dwt.com  
**Subject:** RE: FTC v. Amazon.com, Inc., et al., No. 2:23-cv-00932-JHC (W.D. Wash.)

Counsel,

We will review the materials you have identified. We can be available for a call on Monday, January 22 between 2 and 4 pm ET.

Regards,

Laura

**Laura Flahive Wu**

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## COVINGTON

This message is from a law firm and may contain information that is confidential or legally privileged. If you are not the intended recipient, please immediately advise the sender by reply e-mail that this message has been inadvertently transmitted to you and delete this e-mail from your system. Thank you for your cooperation.

**From:** Mendelson, Evan <emendelson@ftc.gov>

**Sent:** Wednesday, January 17, 2024 4:10 PM

**To:** Flahive Wu, Laura <lflahivewu@cov.com>; Joseph Aronsohn <jaronsohn@hueston.com>; Jerjian, Olivia <ojerjian@ftc.gov>; Nardini, Thomas <tnardini@ftc.gov>; Hoffman, Elena <ehoffman@ftc.gov>; Zwonik, Ryan <rzwonik@ftc.gov>; Frech, Jacob <jfrech@ftc.gov>

**Cc:** John C. Hueston <jhueston@hueston.com>; Moez M. Kaba <mkaba@hueston.com>; Joseph A. Reiter <jreiter@hueston.com>; Vicki Chou <vchou@hueston.com>; Kelly, Kevin <Kkelly@cov.com>; Kim, Laura <LKim@cov.com>; Graubert, John <jgraubert@cov.com>; Anthony, Stephen <santhony@cov.com>; Hall, John <jhall@cov.com>; Rodgers, Megan <mrodgers@cov.com>; Capuano, Marc <MCapuano@cov.com>; Payson, Kenneth <KennethPayson@dwt.com>; Howard, Jim <JimHoward@dwt.com>; SEA Docket <SEADocket@dwt.com>; Chan, Gina <GinaChan@dwt.com>; Green, Jennifer <JenniferGreen@dwt.com>; Mejia-Portillo, Johana <jmejiaportillo@ftc.gov>; Awad, Yara <yawad@ftc.gov>; MacDonald, Colin <cmacdonald@ftc.gov>; kristinachin@dwt.com

**Subject:** RE: FTC v. Amazon.com, Inc., et al., No. 2:23-cv-00932-JHC (W.D. Wash.)

**EXTERNAL**

Counsel,

With our Motion to Compel documents in response to the FTC's RFP 1, we are planning to file certain documents, testimony, and information (listed below) that Amazon has marked Confidential under the Court's Protective Order (Dkt. #124). Pursuant to Section 5.4 of the Protective Order and Local Rule 5(g), please let us know if you will withdraw any of your confidentiality designations or will propose redactions to any of the documents. Assuming that you are not fully withdrawing your confidentiality designations, **please let us know your availability for a meet-and-confer tomorrow (Jan 18), Friday (Jan 19), or Monday (Jan 22)**. In advance of the meet-and-confer, please state which documents or portions of documents you are asking to be filed under seal, so that we are prepared for the call.

Here are the documents and testimony marked confidential we are planning to file:

1. AMZN\_00045916
2. AMZN\_00107862
3. AMZN\_00022853
4. AMZN\_00099452
5. IC-9 (demonstrative version provided by Amazon on January 12, 2024)
6. Nelson IH Ex. 10
7. AMZN\_00103138
8. AMZN\_00045704 (all emails in this chain before April 28, 2021 were already filed, with redactions, at Dkt. #90-2 at 252; we will apply the same redactions here)
9. AMZN\_00092943
10. AMZN\_00092949
11. AMZN\_00103325
12. Amazon-FTC-CID\_09389533

13. AMZN-PRM-FTC-000000001
14. AMZN-PRM-FTC-000000190
15. Kalim IH Tr. pp. 193-199
16. Nelson IH Tr. pp. 71-72, 180-182
17. Amazon privilege log entries associated with IC-1, IC-36, IC-4, IC-5, IC-6, IC-17, IC-18, IC-19, IC-20, IC-21, IC-22, IC-31, IC-48, IC-9, IC-27, and IC-40

Thanks,  
Evan

Evan M. Mendelson  
Federal Trade Commission  
Bureau of Consumer Protection  
Enforcement Division  
600 Pennsylvania Avenue, NW, CC-9528  
Washington, DC 20580  
Phone: (202) 326-3320  
Fax: (202) 326-3197

# Attachment 8

**Rottner, Adam**

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**From:** Mendelson, Evan  
**Sent:** Tuesday, January 23, 2024 6:19 PM  
**To:** Flahive Wu, Laura; Joseph Aronsohn; Jerjian, Olivia; Nardini, Thomas; Hoffman, Elena; Zwonik, Ryan; Frech, Jacob  
**Cc:** John C. Hueston; Moez M. Kaba; Joseph A. Reiter; Vicki Chou; Kelly, Kevin; Kim, Laura; Graubert, John; Anthony, Stephen; Hall, John; Rodgers, Megan; Capuano, Marc; Payson, Kenneth; Howard, Jim; SEA Docket; Chan, Gina; Green, Jennifer; Mejia-Portillo, Johana; Awad, Yara; MacDonald, Colin; kristinachin@dwt.com  
**Subject:** Re: FTC v. Amazon.com, Inc., et al., No. 2:23-cv-00932-JHC (W.D. Wash.)

The document being clawed back was produced in the investigation (in February 2023), not this litigation. The Rule 502(d) Order only applies to documents produced “in this proceeding.” The document is also responsive to RFP 1, which is the subject of our motion to compel. We will note in the Motion that Amazon did not provide a basis for its clawback request because the parties have not reached agreement on a privilege log protocol. (To be clear, we don’t think that fact relieves Amazon of the burden to justify its privilege claim.). We don’t see how the prior privilege log could describe redactions that weren’t added until last night.

Evan

---

**From:** Flahive Wu, Laura <lflahivewu@cov.com>  
**Sent:** Tuesday, January 23, 2024 6:05 PM  
**To:** Mendelson, Evan <emendelson@ftc.gov>; Joseph Aronsohn <jaronsohn@hueston.com>; Jerjian, Olivia <ojerjian@ftc.gov>; Nardini, Thomas <tnardini@ftc.gov>; Hoffman, Elena <ehoffman@ftc.gov>; Zwonik, Ryan <rzwonik@ftc.gov>; Frech, Jacob <jfrech@ftc.gov>  
**Cc:** John C. Hueston <jhueston@hueston.com>; Moez M. Kaba <mkaba@hueston.com>; Joseph A. Reiter <jreiter@hueston.com>; Vicki Chou <vchou@hueston.com>; Kelly, Kevin <Kkelly@cov.com>; Kim, Laura <LKim@cov.com>; Graubert, John <jgraubert@cov.com>; Anthony, Stephen <santhony@cov.com>; Hall, John <jhall@cov.com>; Rodgers, Megan <mroddgers@cov.com>; Capuano, Marc <MCapuano@cov.com>; Payson, Kenneth <KennethPayson@dwt.com>; Howard, Jim <JimHoward@dwt.com>; SEA Docket <SEADocket@dwt.com>; Chan, Gina <GinaChan@dwt.com>; Green, Jennifer <JenniferGreen@dwt.com>; Mejia-Portillo, Johana <jmejiaportillo@ftc.gov>; Awad, Yara <yawad@ftc.gov>; MacDonald, Colin <cmacdonald@ftc.gov>; kristinachin@dwt.com <kristinachin@dwt.com>  
**Subject:** RE: FTC v. Amazon.com, Inc., et al., No. 2:23-cv-00932-JHC (W.D. Wash.)

Counsel,

The Stipulated Rule 502(d) Order (Dkt. 123), which the parties agreed to and the Court approved, governs challenges to clawbacks made in the litigation. To the extent you intend to challenge Amazon's clawback and reproduction of IC-37, you must follow the challenge procedures in the Rule 502(d) Order (Dkt. 123 ¶ 4.2). The challenge procedures do not permit a clawback challenge to be made through a motion to compel. Instead, the Order sets forth a procedure for a meet-and-confer and letter submission.

Amazon has already provided a privilege log for IC-37, *see* Amazon's Objections and Responses to Plaintiff's First Set of Requests for Production of Documents, but once again notes that the parties have still not reached an agreed-upon privilege logging protocol in the litigation.

Regards,

Laura

## Laura Flahive Wu

Covington & Burling LLP  
One CityCenter, 850 Tenth Street, NW  
Washington, DC 20001-4956  
T +1 202 662 5982 | lflahivewu@cov.com  
www.cov.com

## COVINGTON

This message is from a law firm and may contain information that is confidential or legally privileged. If you are not the intended recipient, please immediately advise the sender by reply e-mail that this message has been inadvertently transmitted to you and delete this e-mail from your system. Thank you for your cooperation.

**From:** Mendelson, Evan <emendelson@ftc.gov>

**Sent:** Tuesday, January 23, 2024 11:22 AM

**To:** Flahive Wu, Laura <lflahivewu@cov.com>; Joseph Aronsohn <jaronsohn@hueston.com>; Jerjian, Olivia <ojerjian@ftc.gov>; Nardini, Thomas <tnardini@ftc.gov>; Hoffman, Elena <ehoffman@ftc.gov>; Zwonik, Ryan <rzwonik@ftc.gov>; Frech, Jacob <jfrech@ftc.gov>

**Cc:** John C. Hueston <jhueston@hueston.com>; Moez M. Kaba <mkaba@hueston.com>; Joseph A. Reiter <jreiter@hueston.com>; Vicki Chou <vchou@hueston.com>; Kelly, Kevin <Kkelly@cov.com>; Kim, Laura <LKim@cov.com>; Graubert, John <jgraubert@cov.com>; Anthony, Stephen <santhony@cov.com>; Hall, John <jhall@cov.com>; Rodgers, Megan <mrogers@cov.com>; Capuano, Marc <MCapuano@cov.com>; Payson, Kenneth <KennethPayson@dwt.com>; Howard, Jim <JimHoward@dwt.com>; SEA Docket <SEADocket@dwt.com>; Chan, Gina <GinaChan@dwt.com>; Green, Jennifer <JenniferGreen@dwt.com>; Mejia-Portillo, Johana <jmejiaportillo@ftc.gov>; Awad, Yara <yawad@ftc.gov>; MacDonald, Colin <cmacdonald@ftc.gov>; kristinachin@dwt.com

**Subject:** RE: FTC v. Amazon.com, Inc., et al., No. 2:23-cv-00932-JHC (W.D. Wash.)

**[EXTERNAL]**

Counsel,

We write regarding Amazon's clawback from last night of the version of IC-37 (Amazon-FTC-CID\_09389533) produced on February 14, 2023. Based on the facts outlined in this paragraph, it appears Amazon last night added redactions related to determinations made at the May 6, 2021 meeting. Specifically, based on Mr. England's July 24, 2023 declaration, Amazon did not previously redact from IC-37 determinations made during the May 6 meeting. (Mr. England did, however, state that Amazon had redacted such determinations from approximately 20 other documents. Amazon subsequently agreed to remove some of those redactions during our written exchanges.) Now, in the new version of IC-37 you provided last night, Amazon has redacted the indicated portions of the following sentence on lines 44-

47

**I** We are sequestering the February 14, 2023 version of IC-37 and therefore cannot compare that version to the version you sent last night, but **we infer, based on the facts outlined here, that Amazon last night added the redactions in lines 44-47 and that those redactions reflect determinations made during the May 6 meeting.** Please let us know as soon as possible if either of those inferences are incorrect.

We are planning to add the February 14 version of IC-37 to our Motion to Compel. Determinations made during the May 6, 2021 meeting are not privileged for the reasons stated in our October 24 email and our Reply in Support of the Motion to Desequester. Additionally, because Amazon is unable to satisfy the requirements of Fed. R. Evid. 502(b), the February 14, 2023 production operated as a privilege waiver as to any redactions added last night. We only plan to challenge the redactions that Amazon added to IC-37 last night. We are not arguing that Amazon has waived privilege over the material it redacted on February 14, 2023. **Please identify, by line number, which redactions you added last**

night so that we can tell the Court which redactions we are challenging. Please also provide the basis for your privilege claim as to those redactions.

As I stated above, we plan to add our challenge to IC-37 to the Motion to Compel we are planning to file tomorrow. Therefore, **please provide your response by 5:00pm Eastern today, January 23.** If you are standing by your clawback claim, we believe we have already met our meet-and-confer obligations given our October 30 phone call (during which we discussed determinations made during the May 6 Meeting and the requirements of Rule 502(b)) and extensive written correspondence about the clawbacks. Nevertheless, if you believe that an additional call would be productive or is required by the Local Rules, please provide times tomorrow when you are available.

Evan

Evan M. Mendelson  
Federal Trade Commission  
Bureau of Consumer Protection  
Enforcement Division  
600 Pennsylvania Avenue, NW, CC-9528  
Washington, DC 20580  
Phone: (202) 326-3320  
Fax: (202) 326-3197

---

**From:** Flahive Wu, Laura <lflahivewu@cov.com>

**Sent:** Monday, January 22, 2024 9:52 PM

**To:** Mendelson, Evan <emendelson@ftc.gov>; Joseph Aronsohn <jaronsohn@hueston.com>; Jerjian, Olivia <ojerjian@ftc.gov>; Nardini, Thomas <tnardini@ftc.gov>; Hoffman, Elena <ehoffman@ftc.gov>; Zwonik, Ryan <rzwonik@ftc.gov>; Frech, Jacob <jfrech@ftc.gov>

**Cc:** John C. Hueston <jhueston@hueston.com>; Moez M. Kaba <mkaba@hueston.com>; Joseph A. Reiter <jreiter@hueston.com>; Vicki Chou <vchou@hueston.com>; Kelly, Kevin <Kkelly@cov.com>; Kim, Laura <LKim@cov.com>; Graubert, John <jgraubert@cov.com>; Anthony, Stephen <santhony@cov.com>; Hall, John <jhall@cov.com>; Rodgers, Megan <mroddgers@cov.com>; Capuano, Marc <MCapuano@cov.com>; Payson, Kenneth <KennethPayson@dwt.com>; Howard, Jim <JimHoward@dwt.com>; SEA Docket <SEADocket@dwt.com>; Chan, Gina <GinaChan@dwt.com>; Green, Jennifer <JenniferGreen@dwt.com>; Mejia-Portillo, Johana <jmejiaportillo@ftc.gov>; Awad, Yara <yawad@ftc.gov>; MacDonald, Colin <cmacdonald@ftc.gov>; kristinachin@dwt.com

**Subject:** RE: FTC v. Amazon.com, Inc., et al., No. 2:23-cv-00932-JHC (W.D. Wash.)

Counsel,

Thank you for your time on today's meet-and-confer, and for advising that we may have agreement on sealing at least some materials.

We are following up to confirm Amazon's position regarding public filing of the documents listed below. Attached please find versions of documents 2, 8, and 14, highlighting in blue the text that is to be sealed/redacted. Please let us know your position on the material Amazon seeks to seal as well as your plan for filing excerpts of Amazon's privilege logs.

Due to the inadvertent production of privileged material and to harmonize privilege redactions, Amazon is clawing back document number 12 on the list below (IC-37 / Amazon-FTC-CID\_09389533) and replacing it with the attached demonstrative version of the document with updated privilege redactions. We will follow up with a formal production and overlay production to correct your records. As stated in the chart below, Amazon's position is that this updated version of the document should be sealed in its entirety.

Document Number in FTC List	Bates Number	Amazon's Position
1.	AMZN_00045916	Amazon consents to the public filing of this document.
2.	AMZN_00107862	Amazon consents to the public filing of the attached redacted copy of this document. Such redactions are necessary to protect highly sensitive commercial information.
3.	AMZN_00022853	Amazon does not consent to the public filing of this document. This entire document should be sealed because it is filled with highly sensitive commercial information.
4.	AMZN_00099452	Amazon consents to the public filing of this document.
5.	IC-9 (demonstrative version provided by Amazon on January 12, 2024)	Amazon consents to the public filing of the redacted version of this document that was provided to the FTC on January 12, 2024.
6.	Nelson IH Ex. 10	We understand the FTC is no longer planning to file this document. Please let us know if that is incorrect.
7.	AMZN_00103138	Amazon consents to the public filing of this document.
8.	AMZN_00045704	Amazon consents to the public filing of the attached redacted copy of this document. Such redactions are necessary to protect personal information of Amazon survey participants.
9.	AMZN_00092943	Amazon consents to the public filing of this document.
10.	AMZN_00092949	Amazon does not consent to the public filing of this document. This entire document should be sealed because it is filled with highly sensitive commercial information.
11.	AMZN_00103325	Amazon consents to the public filing of this document.
12.	Amazon-FTC-CID_09389533	Amazon does not consent to the public filing of this document. This entire document should be sealed because it is filled with highly sensitive commercial information.  In addition, Amazon is clawing back the previous version of IC-37 and replacing it with the attached version.
13.	AMZN-PRM-FTC-000000001	Amazon consents to the public filing of this document.
14.	AMZN-PRM-FTC-000000190	Amazon consents to the public filing of the attached redacted copy of this document. Such redactions are necessary to protect highly sensitive commercial information. The document also contains privilege redactions.
15.	Kalim IH Tr. pp. 193-199	Amazon consents to the public filing of this document.
16. & 19.	Nelson IH Tr. pp. 71-72, 180-182, 111	Amazon consents to the public filing of this document.
17.	Amazon privilege log entries	Amazon does not consent to the public filing of the privilege log entries.
18.	AMZN_00171492	Amazon consents to the public filing of this document.



20.	List of litigation hold notices	<p>Amazon does not consent to the public filing of this document. This entire document should be sealed to protect the privacy of Amazon employees cited herein.</p> <p>We understand that you now plan to "describe the list at a high level, by stating the number of recipients of the litigation hold on various dates, without naming any specific hold notice recipients." Amazon does not object to that plan.</p>
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We will follow up separately concerning the proposed stipulation language you have requested.

Regards,

Laura

**Laura Flahive Wu**

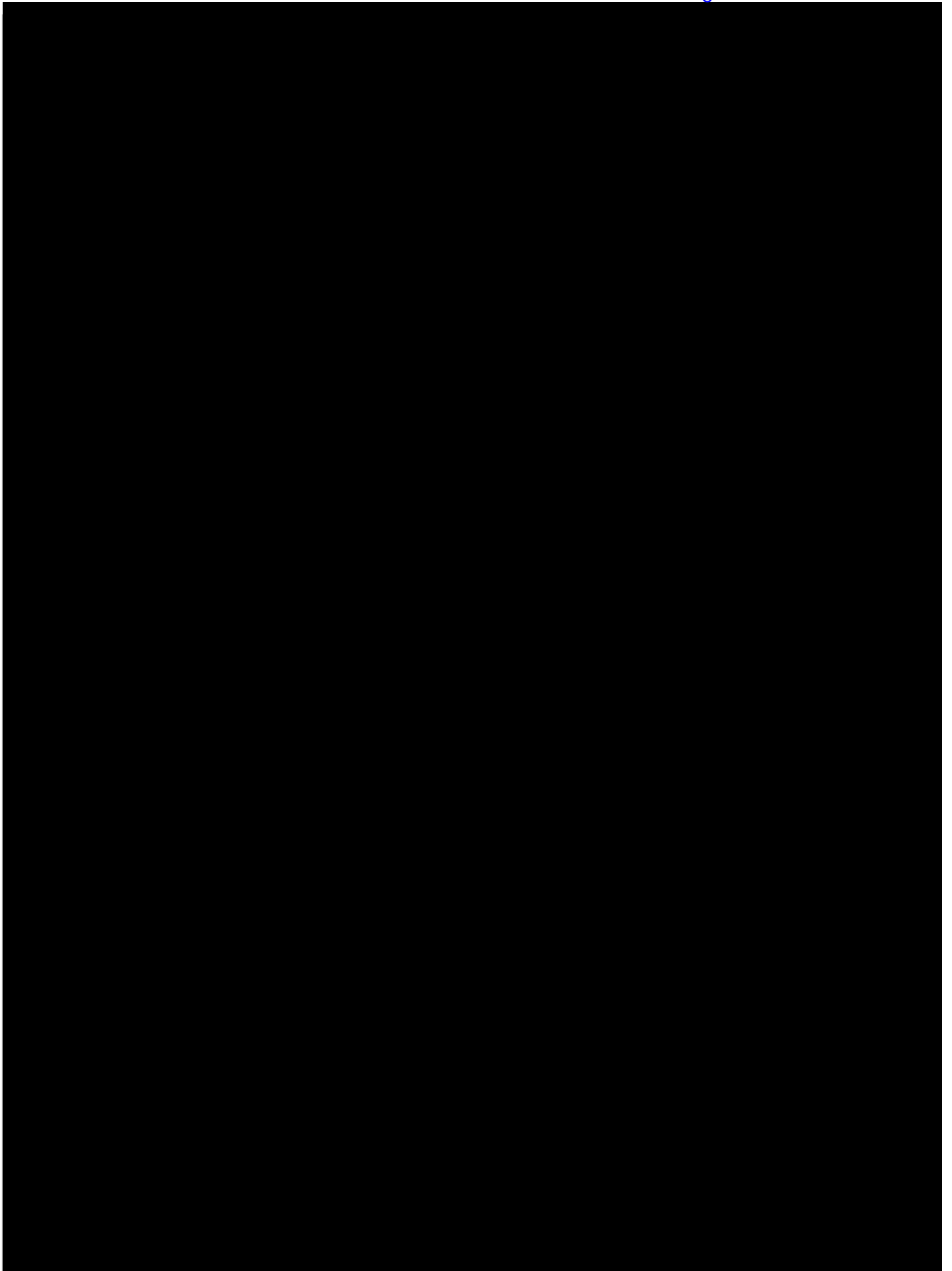
Covington & Burling LLP  
 One CityCenter, 850 Tenth Street, NW  
 Washington, DC 20001-4956  
 T +1 202 662 5982 | [lflahivewu@cov.com](mailto:lflahivewu@cov.com)  
[www.cov.com](http://www.cov.com)

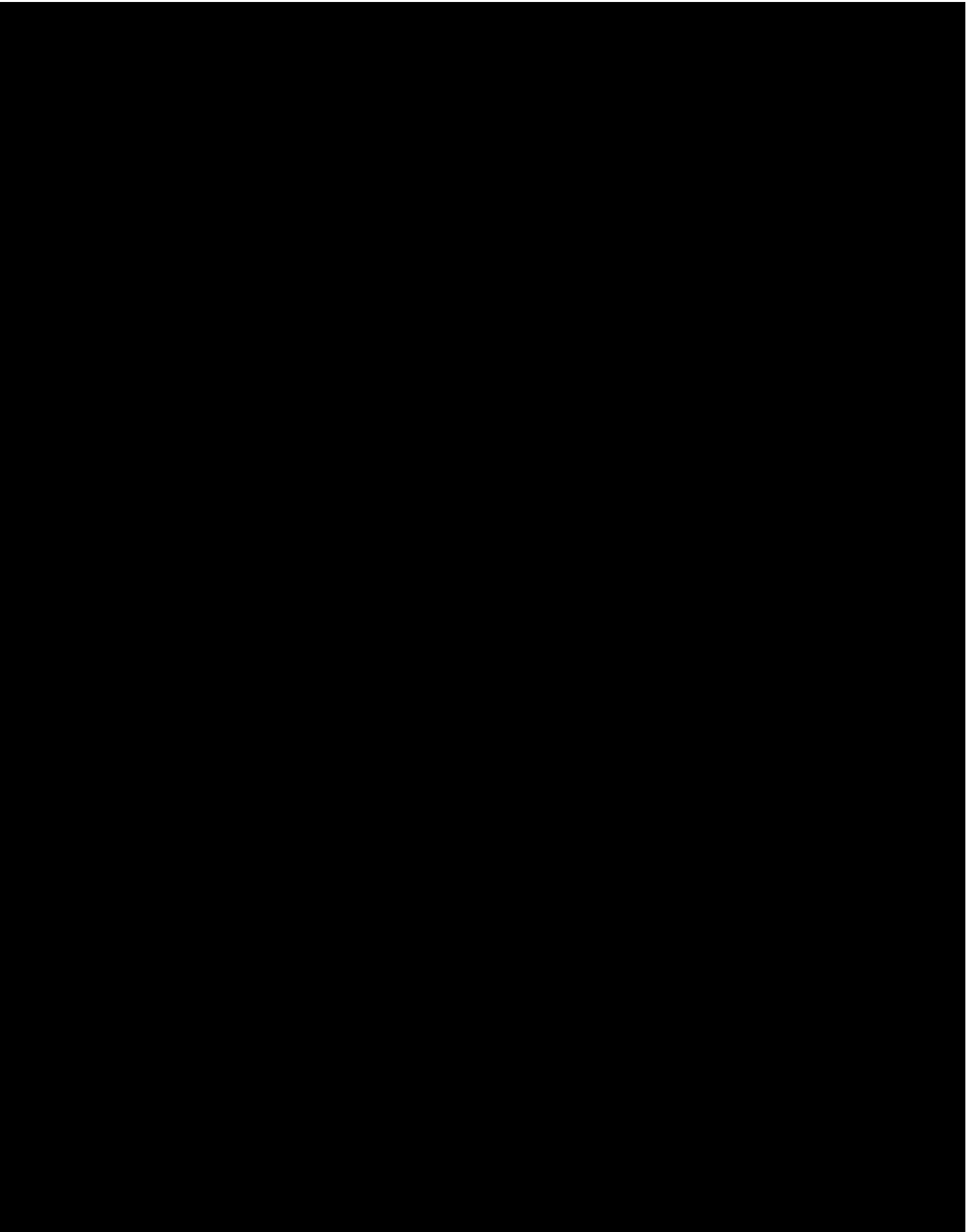
**COVINGTON**

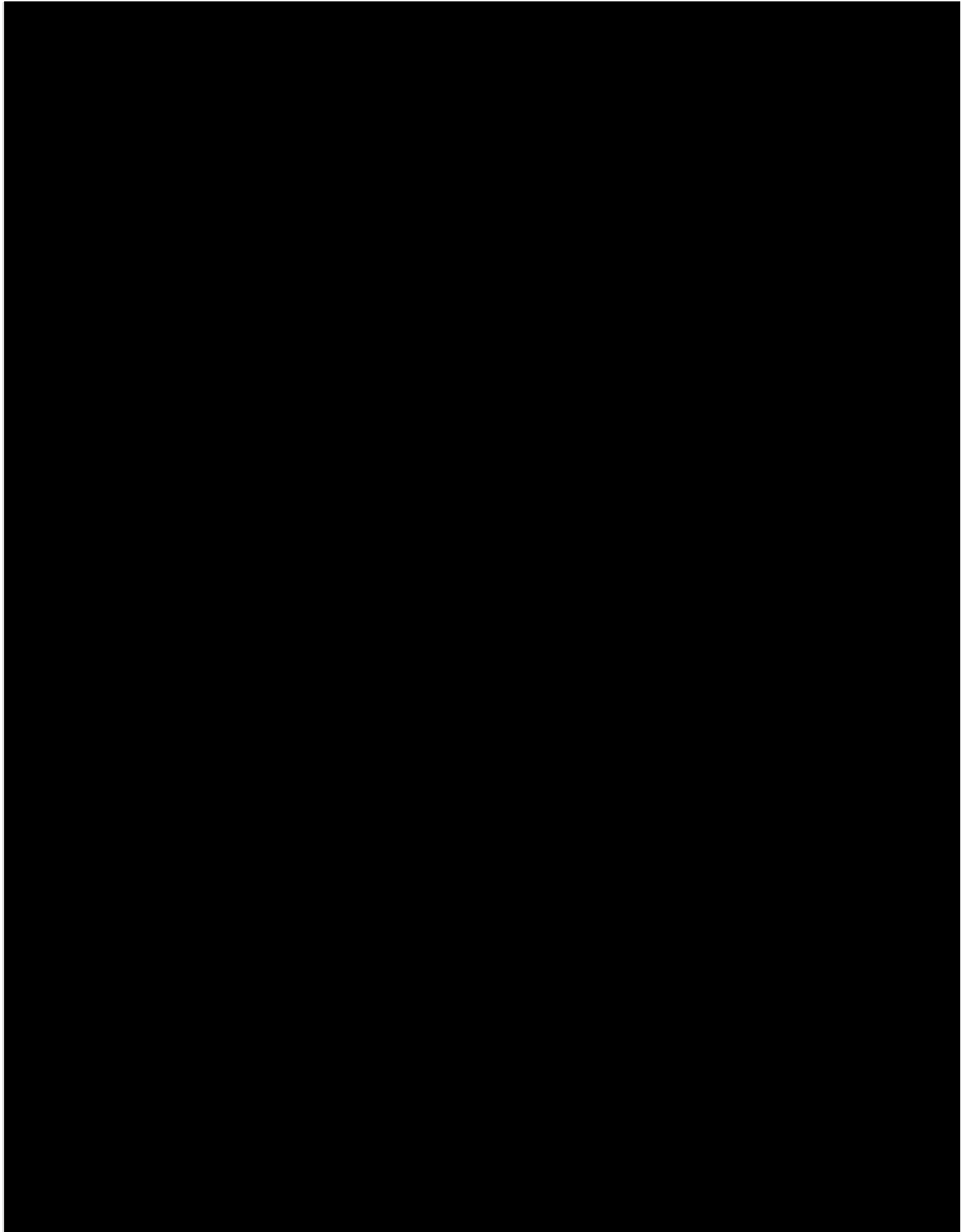
---

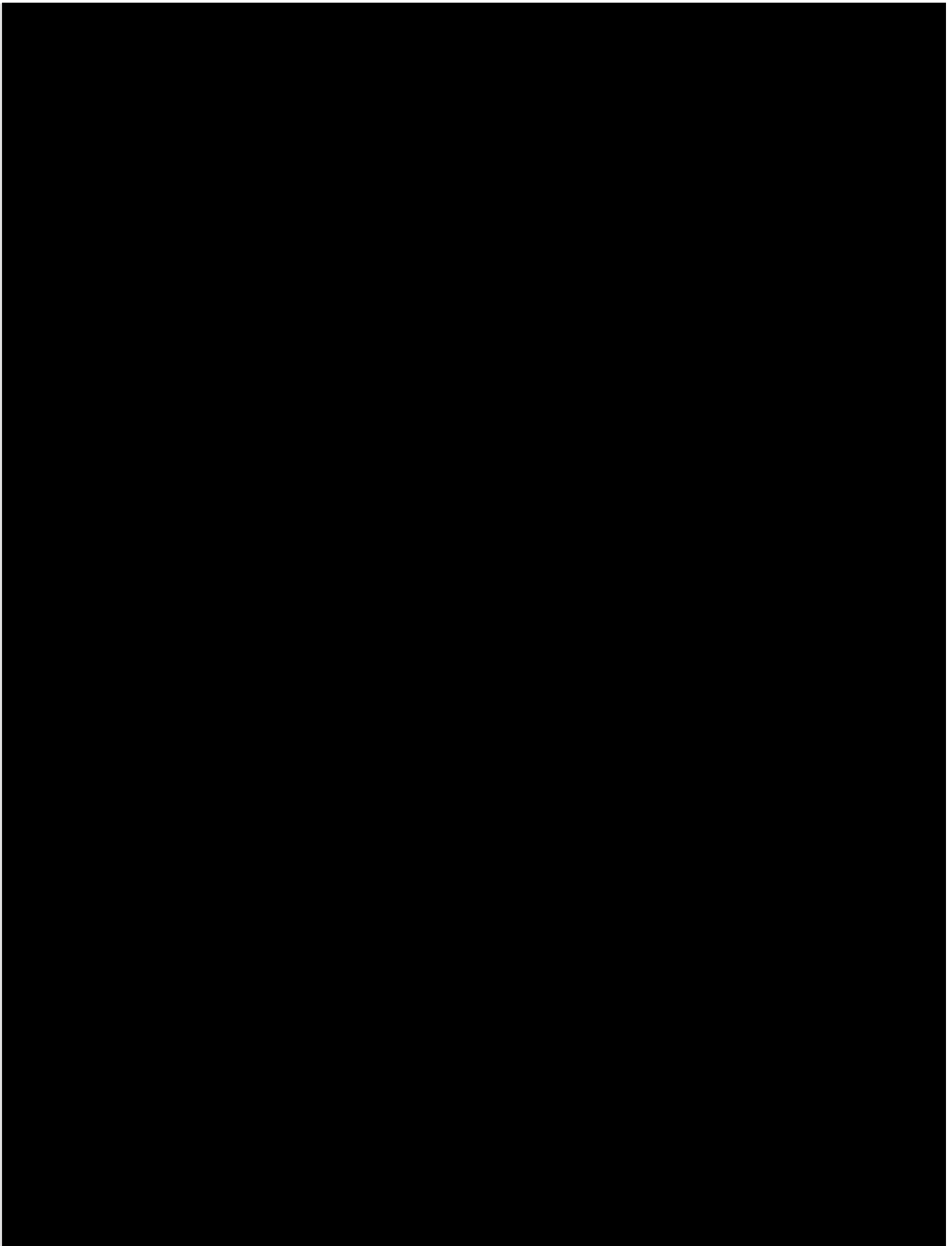
This message is from a law firm and may contain information that is confidential or legally privileged. If you are not the intended recipient, please immediately advise the sender by reply e-mail that this message has been inadvertently transmitted to you and delete this e-mail from your system. Thank you for your cooperation.

# Attachment 9

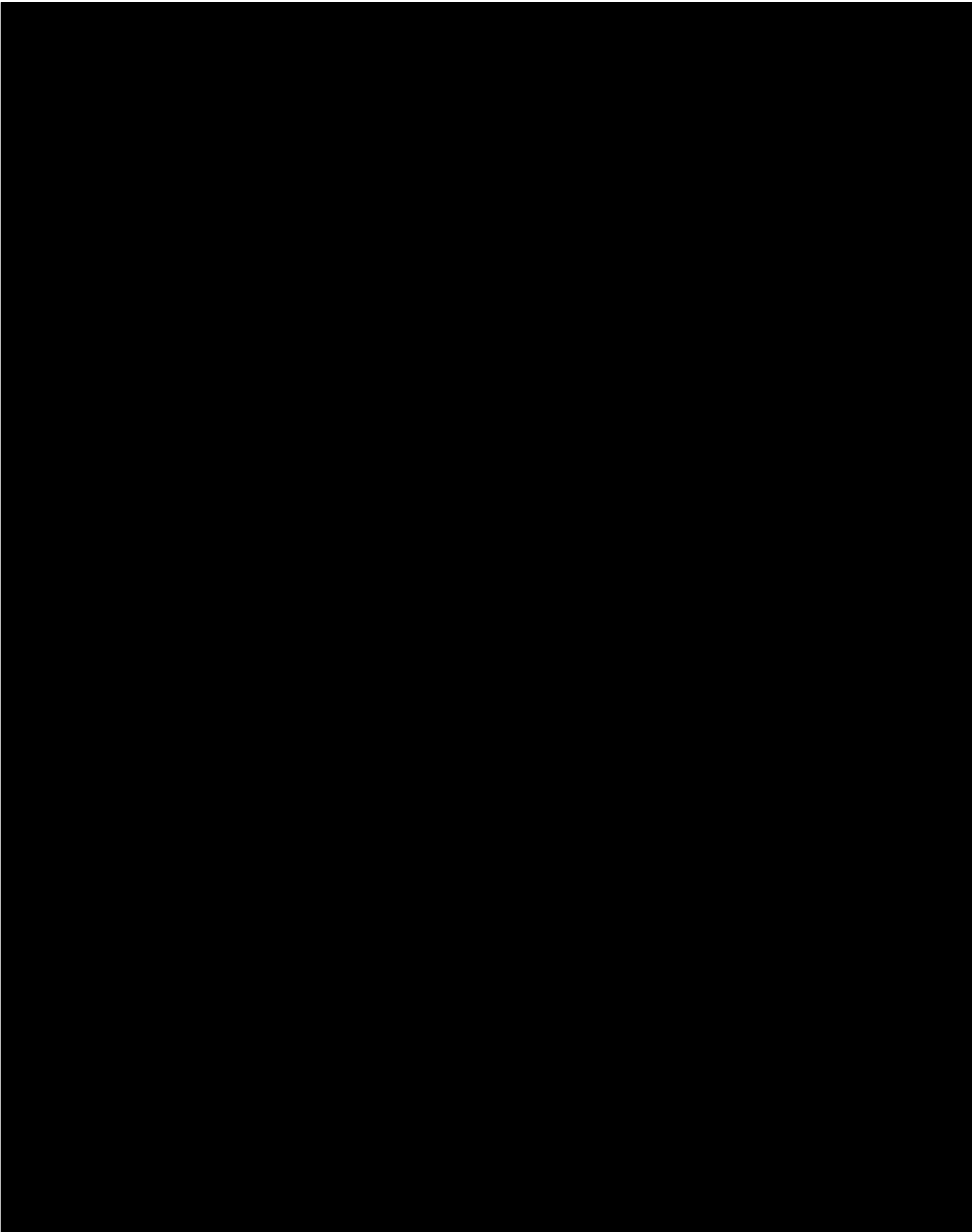


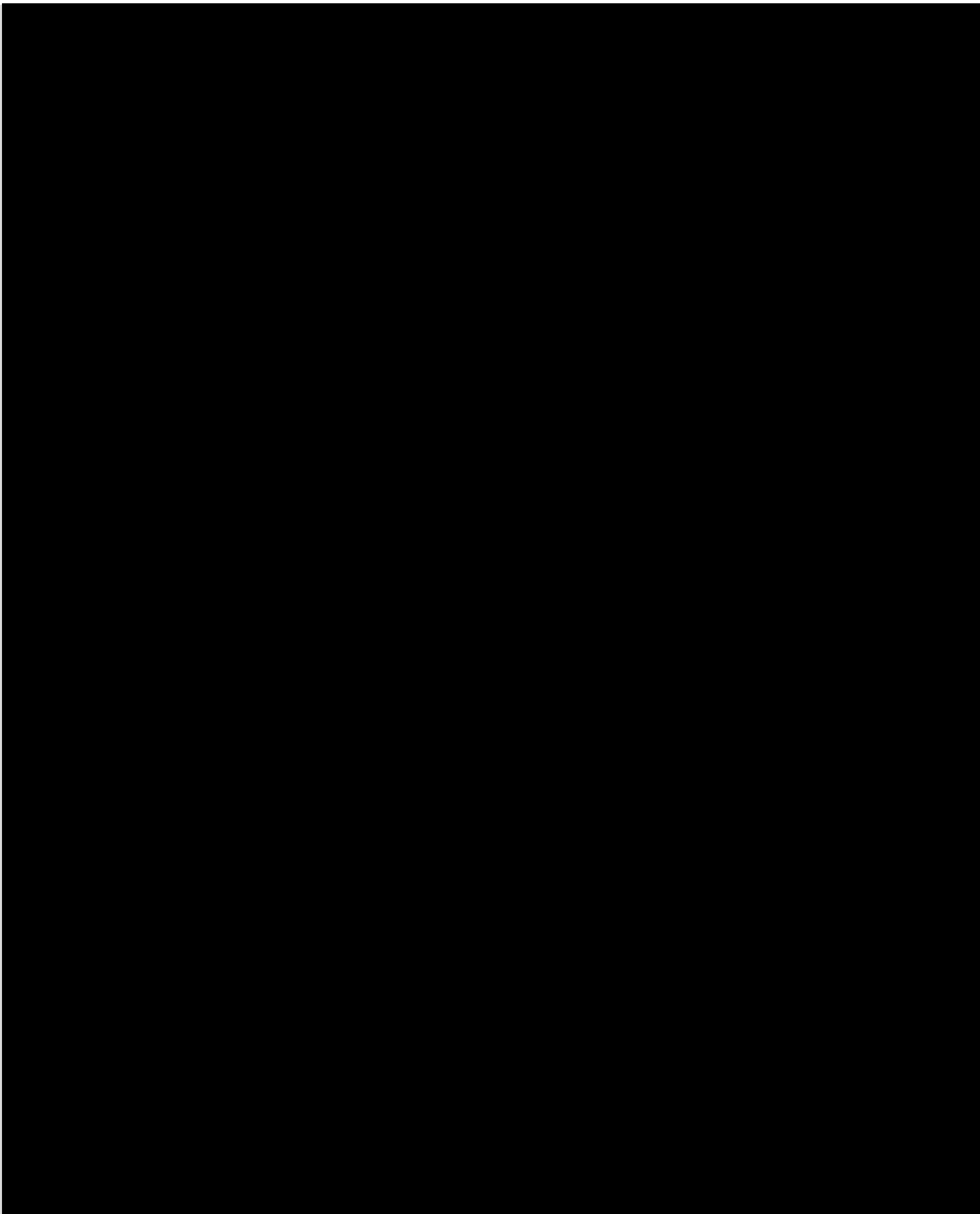


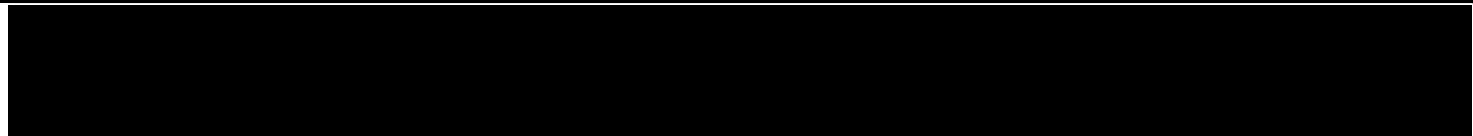
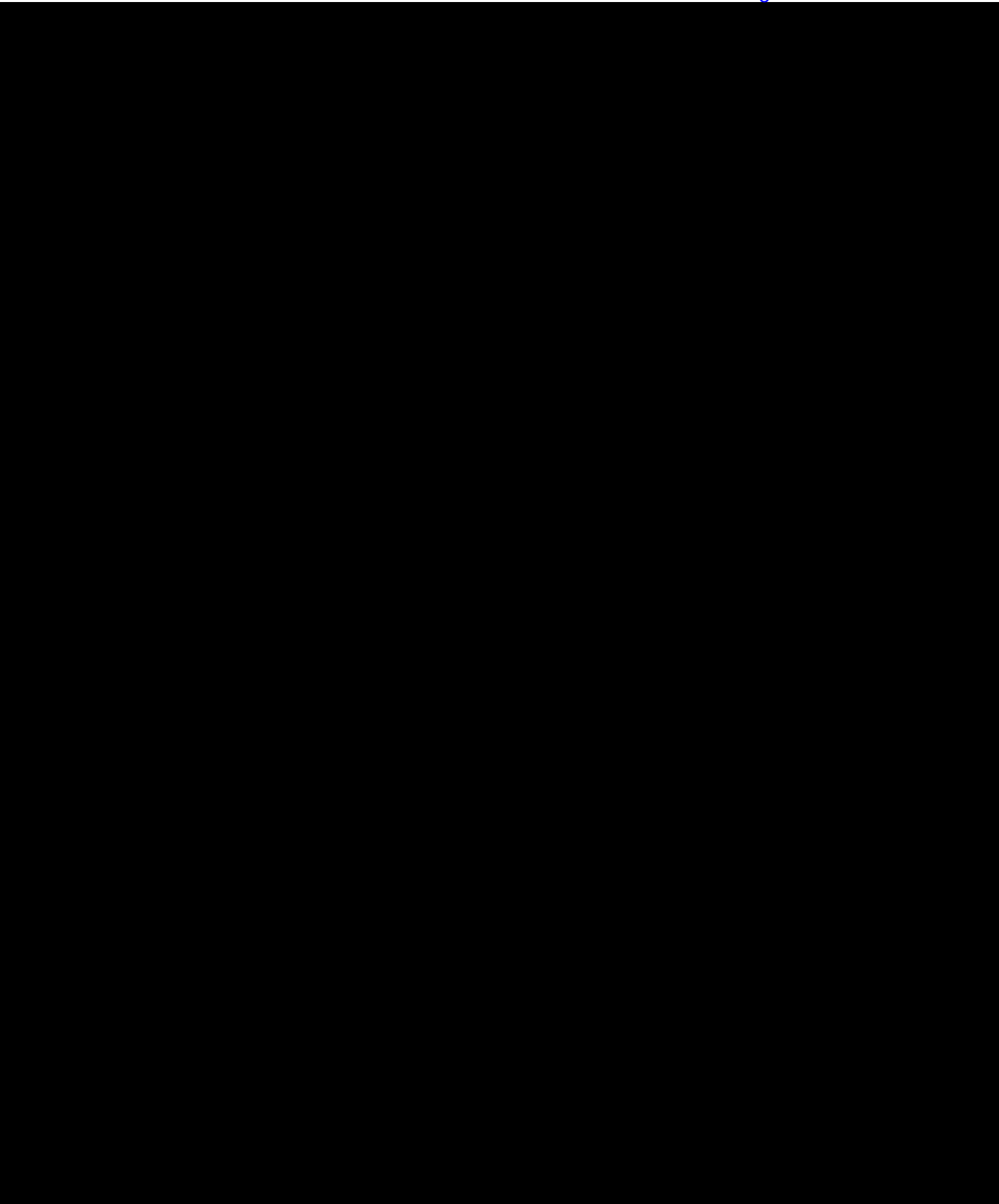


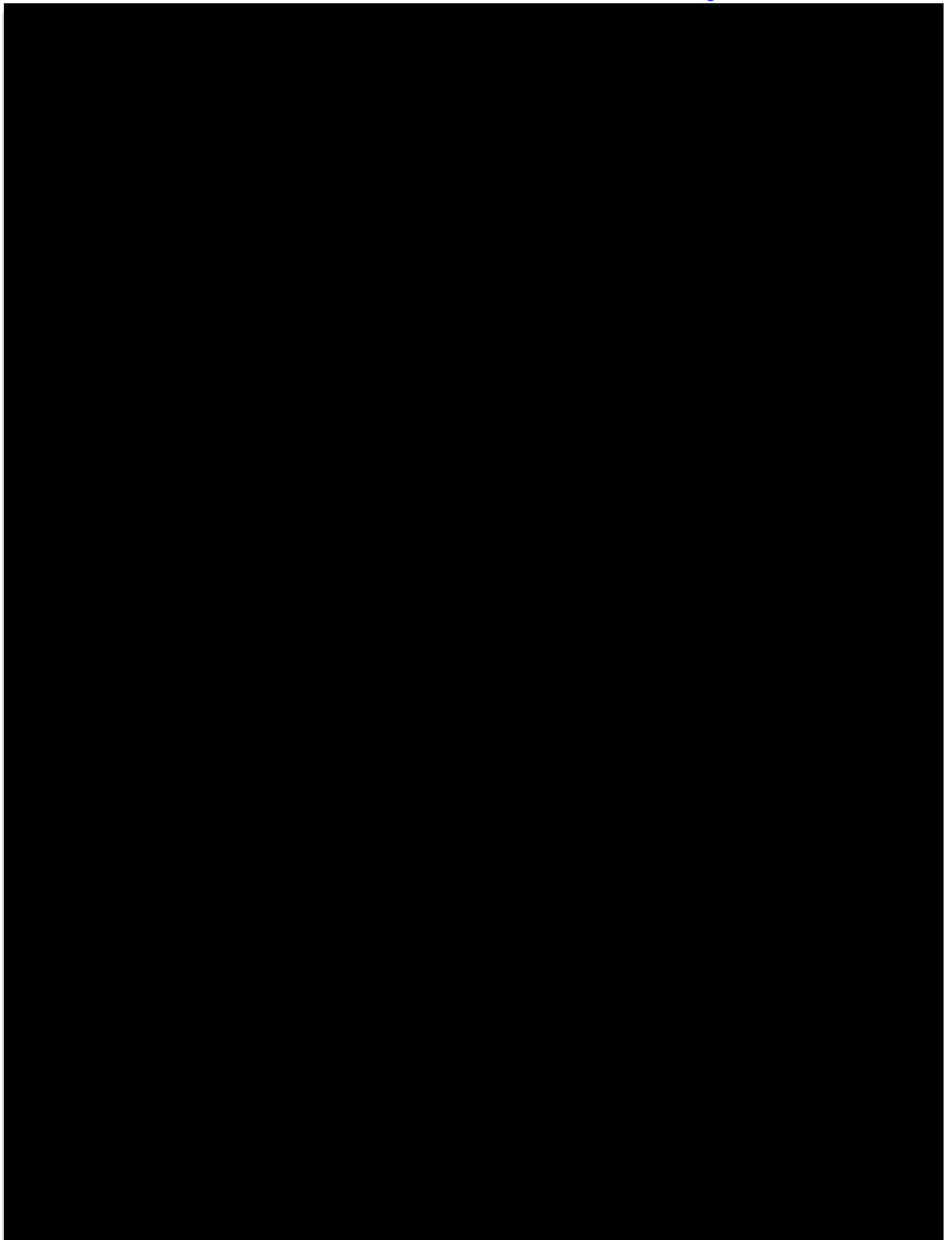












# Attachment 10

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**From:** Nelson, Reid [/O=AMAZON/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=REIDN]  
**Sent:** 4/28/2021 11:52:35 AM  
**To:** Muus, Katey [kateymuu@amazon.com]; Baidwan, Nikki [nikbai@amazon.com]; Gotschall, Mary Pat [marypat@amazon.com]; Hills, Benjamin [bhills@amazon.com]; Dunn, Marla [mpdunn@amazon.com]  
**Subject:** Re: Shopper frustration examples (Privileged & Confidential)  
**Attachments:** Prime Account CX Satisfaction - Privileged & Confidential\_BH RN.docx

Nikki/Ben,

Given that there is a VP pre-review tomorrow, would like to get aligned on the following:

1. We provided document feedback several weeks ago with edits/comments/questions, primarily focused on Page 1 of the narrative, and the Customer Insights appendix. If the edits/comments have been addressed in the latest doc version, then we're good. If the latest version is not addressing the feedback, we would like to go through the feedback and discuss it. Reattaching the feedback to this thread (I set up a meeting for tomorrow to discuss, but that's not leaving us much time given the VP review is tomorrow afternoon – Should we huddle today?).
2. Here is the [Design Recommendations doc that Rio put together](#) and shared w/ Prime (which Katey is referring to) – hopefully it's snackable enough for an Appendix.
3. Sounds like we're including early results from the most recent Rio-inspired Clarity Experiment. Would like to go through the framing of those results and ensure we are caveating the "freshness" of the experiment, given that subscription CX experiments take several months to show impacts on sign up quality metrics.

Let us know if a sync today is possible to get everyone aligned. Thanks.

---

**From:** "Muus, Katey" <kateymuu@amazon.com>  
**Date:** Wednesday, April 28, 2021 at 11:44 AM  
**To:** "Baidwan, Nikki" <nikbai@amazon.com>, Mary Pat Gotschall <marypat@amazon.com>, "Nelson, Reid" <reidn@amazon.com>, "Hills, Benjamin" <bhills@amazon.com>, "Dunn, Marla" <mpdunn@amazon.com>  
**Subject:** Re: Shopper frustration examples (Privileged & Confidential)

Thanks for the clarification and helping us be added.

---

**From:** "Baidwan, Nikki" <nikbai@amazon.com>  
**Date:** Wednesday, April 28, 2021 at 11:40 AM  
**To:** "Muus, Katey" <kateymuu@amazon.com>, "Gotschall, Mary Pat" <marypat@amazon.com>, "Nelson, Reid" <reidn@amazon.com>, "Hills, Benjamin" <bhills@amazon.com>, "Dunn, Marla" <mpdunn@amazon.com>  
**Subject:** RE: Shopper frustration examples (Privileged & Confidential)

No objection – we have tested the design recommendations and are including the results.

---

**From:** Muus, Katey <kateymuu@amazon.com>  
**Sent:** Wednesday, April 28, 2021 11:33 AM  
**To:** Baidwan, Nikki <nikbai@amazon.com>; Gotschall, Mary Pat <marypat@amazon.com>; Nelson, Reid <reidn@amazon.com>; Hills, Benjamin <bhills@amazon.com>; Dunn, Marla <mpdunn@amazon.com>  
**Subject:** Re: Shopper frustration examples (Privileged & Confidential)



Hi Nikki,

Since we took an action item from leadership on this, I'd like the design recommendations that we partnered with you team on to be included in the appendix, please let me know if you have any concern or objection to doing so.

---

**From:** "Baidwan, Nikki" <[nikbai@amazon.com](mailto:nikbai@amazon.com)>  
**Date:** Wednesday, April 28, 2021 at 11:19 AM  
**To:** "Gotschall, Mary Pat" <[marypat@amazon.com](mailto:marypat@amazon.com)>, "Nelson, Reid" <[reidn@amazon.com](mailto:reidn@amazon.com)>, "Hills, Benjamin" <[bhills@amazon.com](mailto:bhills@amazon.com)>, "Dunn, Marla" <[mpdunn@amazon.com](mailto:mpdunn@amazon.com)>  
**Cc:** "Muus, Katey" <[kateymuu@amazon.com](mailto:kateymuu@amazon.com)>  
**Subject:** RE: Shopper frustration examples (Privileged & Confidential)

Mary Pat & Reid, yes – we are including inputs from the documents that Ulrich and Reid have shared. There is a pre-review scheduled for tomorrow where I see that Llew is invited but your team is not - asking to include you now.

---

**From:** Gotschall, Mary Pat <[marypat@amazon.com](mailto:marypat@amazon.com)>  
**Sent:** Wednesday, April 28, 2021 10:25 AM  
**To:** Baidwan, Nikki <[nikbai@amazon.com](mailto:nikbai@amazon.com)>; Nelson, Reid <[reidn@amazon.com](mailto:reidn@amazon.com)>; Hills, Benjamin <[bhills@amazon.com](mailto:bhills@amazon.com)>; Dunn, Marla <[mpdunn@amazon.com](mailto:mpdunn@amazon.com)>  
**Cc:** Muus, Katey <[kateymuu@amazon.com](mailto:kateymuu@amazon.com)>  
**Subject:** Re: Shopper frustration examples (Privileged & Confidential)

Quick follow up on this as I haven't heard back. Are you planning to incorporate the SF team inputs or are you not planning to include them? Also, will we see the doc prior to the meeting?

---

**From:** "Gotschall, Mary Pat" <[marypat@amazon.com](mailto:marypat@amazon.com)>  
**Date:** Tuesday, April 20, 2021 at 5:35 PM  
**To:** "Baidwan, Nikki" <[nikbai@amazon.com](mailto:nikbai@amazon.com)>, Reid Nelson <[reidn@amazon.com](mailto:reidn@amazon.com)>, "Hills, Benjamin" <[bhills@amazon.com](mailto:bhills@amazon.com)>, "Dunn, Marla" <[mpdunn@amazon.com](mailto:mpdunn@amazon.com)>  
**Cc:** "Muus, Katey" <[kateymuu@amazon.com](mailto:kateymuu@amazon.com)>  
**Subject:** Re: Shopper frustration examples (Privileged & Confidential)

Highlighting above is original;  
 highlighting below was added  
 by the FTC

Hi Nikki –

Thanks for this update. I understand that the goal is to present a balanced POV of the situation – but I believe the inputs we provided help to accomplish this goal.

Can you clarify if you are planning to incorporate the SF team inputs OR are you planning to not include them?

Thanks,  
 Mary Pat

---

**From:** "Baidwan, Nikki" <[nikbai@amazon.com](mailto:nikbai@amazon.com)>  
**Date:** Monday, April 12, 2021 at 9:52 PM  
**To:** Reid Nelson <[reidn@amazon.com](mailto:reidn@amazon.com)>, "Gotschall, Mary Pat" <[marypat@amazon.com](mailto:marypat@amazon.com)>, "Hills, Benjamin" <[bhills@amazon.com](mailto:bhills@amazon.com)>, "Dunn, Marla" <[mpdunn@amazon.com](mailto:mpdunn@amazon.com)>  
**Cc:** "Muus, Katey" <[kateymuu@amazon.com](mailto:kateymuu@amazon.com)>  
**Subject:** RE: Shopper frustration examples (Privileged & Confidential)

Hi Reid, Thank you – I emailed Ulrich as well, so hopefully between us, we will get the data we need. For the larger document, as you know, we have gone through multiple reviews with Llew, Jamil and Neil at this stage and are working

on incorporating their feedback and direction into the document. As discussed previously, we are aiming to present a balanced view of the situation based on inputs from both teams and our options moving forward. We will share the most up to date version prior to the meeting.

Thanks,

Nikki

Highlighting below is original;  
highlighting above was added by the  
FTC

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**From:** Nelson, Reid <[reidn@amazon.com](mailto:reidn@amazon.com)>

**Sent:** Monday, April 12, 2021 6:27 PM

**To:** Baidwan, Nikki <[nikbai@amazon.com](mailto:nikbai@amazon.com)>; Gotschall, Mary Pat <[marypat@amazon.com](mailto:marypat@amazon.com)>; Hills, Benjamin <[bhills@amazon.com](mailto:bhills@amazon.com)>; Dunn, Marla <[mpdunn@amazon.com](mailto:mpdunn@amazon.com)>

**Cc:** Muus, Katey <[kateymuu@amazon.com](mailto:kateymuu@amazon.com)>

**Subject:** Re: Shopper frustration examples (Privileged & Confidential)

Hi Nikki,

I just sent an email to Ulrich requesting that he share the excel files.

As per Mary Pat's [reply](#) below, there were additional content updates in the first 1.5 pages of the narrative section as well as Appendix C. Can you review these changes and let us know your thoughts?

Thanks,

Reid

---

**From:** "Baidwan, Nikki" <[nikbai@amazon.com](mailto:nikbai@amazon.com)>

**Date:** Monday, April 12, 2021 at 10:09 AM

**To:** "Nelson, Reid" <[reidn@amazon.com](mailto:reidn@amazon.com)>, Mary Pat Gotschall <[marypat@amazon.com](mailto:marypat@amazon.com)>, "Hills, Benjamin" <[bhills@amazon.com](mailto:bhills@amazon.com)>, "Dunn, Marla" <[mpdunn@amazon.com](mailto:mpdunn@amazon.com)>

**Cc:** "Muus, Katey" <[kateymuu@amazon.com](mailto:kateymuu@amazon.com)>

**Subject:** RE: Shopper frustration examples (Privileged & Confidential)

Hi Reid, we do have a table summarizing the impacts from these experiments in the document – do you have an Excel version of the table you can share as I see some metrics here that we did not have previously. Thanks,

Nikki

---

**From:** Nelson, Reid <[reidn@amazon.com](mailto:reidn@amazon.com)>

**Sent:** Friday, April 2, 2021 10:20 AM

**To:** Gotschall, Mary Pat <[marypat@amazon.com](mailto:marypat@amazon.com)>; Baidwan, Nikki <[nikbai@amazon.com](mailto:nikbai@amazon.com)>; Hills, Benjamin <[bhills@amazon.com](mailto:bhills@amazon.com)>; Dunn, Marla <[mpdunn@amazon.com](mailto:mpdunn@amazon.com)>

**Cc:** Muus, Katey <[kateymuu@amazon.com](mailto:kateymuu@amazon.com)>

**Subject:** Re: Shopper frustration examples (Privileged & Confidential)

--retaining privilege--

Hi Nikki and Ben,

In addition to the edits/suggestions Mary Pat shared (attached again for convenience), please also note that Ulrich updated the table from our UPDP weblab meta-analysis. It now includes CS impacts from the 2018 experiments, which were missing previously. The trends are similar to what we observed in the 2020 experiments. Note that we see the biggest improvements when we make meaningful changes to the opt in / opt out CTAs. Price prominence also had a

large impact, though to a lesser degree than the CTAs. Attaching an updated version of the meta-analysis doc that includes these new figures.

Please chime in with your perspectives at your earliest convenience. Or if it would be helpful we can certainly meet to discuss over a call.

Thanks,  
Reid

---

**From:** Mary Pat Gotschall <[marypat@amazon.com](mailto:marypat@amazon.com)>  
**Date:** Wednesday, March 31, 2021 at 3:52 PM  
**To:** "Baidwan, Nikki" <[nikbai@amazon.com](mailto:nikbai@amazon.com)>, "Hills, Benjamin" <[bhills@amazon.com](mailto:bhills@amazon.com)>, "Dunn, Marla" <[mpdunn@amazon.com](mailto:mpdunn@amazon.com)>  
**Cc:** "Muus, Katey" <[kateymuu@amazon.com](mailto:kateymuu@amazon.com)>, "Nelson, Reid" <[reidn@amazon.com](mailto:reidn@amazon.com)>  
**Subject:** Re: Shopper frustration examples (Privileged & Confidential)

Hi Nikki and Ben –

Since the CWG meeting to review the Prime Account CX Satisfaction has been rescheduled, I'd love to **revisit this conversation**. Re-attaching the doc for your convenience.

Thanks,  
Mary Pat

---

**From:** "Baidwan, Nikki" <[nikbai@amazon.com](mailto:nikbai@amazon.com)>  
**Date:** Friday, March 19, 2021 at 2:51 PM  
**To:** "Gotschall, Mary Pat" <[marypat@amazon.com](mailto:marypat@amazon.com)>, "Hills, Benjamin" <[bhills@amazon.com](mailto:bhills@amazon.com)>, "Dunn, Marla" <[mpdunn@amazon.com](mailto:mpdunn@amazon.com)>  
**Cc:** "Muus, Katey" <[kateymuu@amazon.com](mailto:kateymuu@amazon.com)>, Reid Nelson <[reidn@amazon.com](mailto:reidn@amazon.com)>  
**Subject:** RE: Shopper frustration examples (Privileged & Confidential)

Hi Mary-Pat, we just heard from Jamil that the meeting next week is likely to be postponed. I don't know the reasons or when it will be moved to. Will update you as we know more.

Nikki

---

**From:** Gotschall, Mary Pat <[marypat@amazon.com](mailto:marypat@amazon.com)>  
**Sent:** Friday, March 19, 2021 2:15 PM  
**To:** Hills, Benjamin <[bhills@amazon.com](mailto:bhills@amazon.com)>; Dunn, Marla <[mpdunn@amazon.com](mailto:mpdunn@amazon.com)>; Baidwan, Nikki <[nikbai@amazon.com](mailto:nikbai@amazon.com)>  
**Cc:** Muus, Katey <[kateymuu@amazon.com](mailto:kateymuu@amazon.com)>; Nelson, Reid <[reidn@amazon.com](mailto:reidn@amazon.com)>  
**Subject:** Re: Shopper frustration examples (Privileged & Confidential)

Hi Ben and Nikki – following up to see if you had any questions or feedback on the updated language we provided last week on the Prime Account CX Satisfaction doc. **I do feel strongly that it's important to include the following two points in the document 1) communicate the breadth of data sources around the customer problem and 2) help shine the light on the recent analysis that Ulrich did (hits on quantity but meaningful improvements on quality of sign-ups).** Would love to hear your perspective and hopefully align prior to the meeting next week.

Thanks,  
Mary Pat



**From:** "Gotschall, Mary Pat" <[marypat@amazon.com](mailto:marypat@amazon.com)>  
**Date:** Thursday, March 11, 2021 at 3:54 PM  
**To:** "Hills, Benjamin" <[bhills@amazon.com](mailto:bhills@amazon.com)>, Reid Nelson <[reidn@amazon.com](mailto:reidn@amazon.com)>, "Dunn, Marla" <[mpdunn@amazon.com](mailto:mpdunn@amazon.com)>  
**Cc:** "Baidwan, Nikki" <[nikbai@amazon.com](mailto:nikbai@amazon.com)>, "Muus, Katey" <[kateymuu@amazon.com](mailto:kateymuu@amazon.com)>  
**Subject:** Re: Shopper frustration examples (Privileged & Confidential)

+ Katey (& Marla)

Hi Ben and Nikki,

Chiming in on this thread. First off, thank you again for giving us the opportunity to participate in the authorship of this document. We're all excited to have this discussion with leadership.

Reid and I took a spin at some edits in a couple paragraphs in the first 1.5 pages of the doc. The goal here was to help us get aligned on how we are framing the customer data/insights, and also the learnings from Ulrich's recent meta-analysis. As per ongoing feedback in this thread and others, 1) we believe the doc needs to demonstrate the breadth of data sources around this customer problem (e.g., it's more than simply UX research insights and the cancel survey), and 2) we wanted to highlight early in the doc that although past clarity experiments have resulted in large hits to the "quantity" of members, the data are showing meaningful improvements in the "quality" of those who sign up. Based on the data, we don't agree with the current framing in the document that these experiments "resulted in significant headwinds to the business in terms of signups and paid members **without a direct measure that we have improved trust for members**".

We also went through Appendix C and streamlined it to make it more scannable – e.g., removing the frustration ticket tables, and making the customer profile images a little smaller. At the same time, we removed one theme (around the confirmation CX) and added what we believe is a more impactful theme related to brand impact – including an extract from a JeffB email. The Appendix has now been trimmed down to 2 pages, instead of 3.5 pages. We'd like to keep the length and content as is – as we believe it is easily scannable while adding unique value and insight.

Track changes are on, along with some comments. While it may seem like a lot of 'red', some of this is just minor editing and not major content changes. Please do take a look at the comments as well, and let us know your thoughts for those, as we think they are important questions.

Lastly, Shopping Design and GPX met today to review the mocks that we've been collaborating on. Some concerns were voiced about the Hard Offer CTA language, so would appreciate that your team review the mocks appendix with us before they go up to leadership (should we move forward with mocks in this doc at all).

Thanks,  
 Mary Pat

**From:** "Hills, Benjamin" <[bhills@amazon.com](mailto:bhills@amazon.com)>  
**Date:** Wednesday, March 10, 2021 at 10:52 AM  
**To:** Reid Nelson <[reidn@amazon.com](mailto:reidn@amazon.com)>  
**Cc:** "Baidwan, Nikki" <[nikbai@amazon.com](mailto:nikbai@amazon.com)>, "Gotschall, Mary Pat" <[marypat@amazon.com](mailto:marypat@amazon.com)>  
**Subject:** RE: Shopper frustration examples

My sense is they get it. They are super seasoned executives that understand subscriptions and marketing practices (more than most in the world), and how customers react to them. I also get the sense that they want to make sure we do have this discussion because they've (Dave C. Doug H) been asking Jamil for benchmarking, which is part of the reason we're having this meeting although the teams are aligned on how to move forward, so will be judgement. We've

captured the magnitude of the customer frustration, and the verbatim from the studies, I'm trying to think of what would be missing to which they won't get it. Perhaps (since Liew requested) you can ask Liew if there's something specific (and different) he'd suggest to add if it's not coming through.

---

**From:** Nelson, Reid  
**Sent:** Wednesday, March 10, 2021 9:13 AM  
**To:** Hills, Benjamin <[bhills@amazon.com](mailto:bhills@amazon.com)>  
**Cc:** Baidwan, Nikki <[nikbai@amazon.com](mailto:nikbai@amazon.com)>; Gotschall, Mary Pat <[marypat@amazon.com](mailto:marypat@amazon.com)>  
**Subject:** Re: Shopper frustration examples

It's a great question. Can you take a dig in the Quip I pulled together, and let me know if you think leaders are feeling that pain? Do we know if Dave Clark has seen these emails that were sent to Jeff, for example? The one I just transcribed at the top of the quip pretty eloquently describes the problem and the ickyness it creates for the customer. I don't know if Dave, Doug, etc are feeling that pain as I haven't been in a discussion with them about it.

I've only been in the room with one SVP when we talked about this topic (Russ). I was the notetaker, and sat there quietly observing. This was the tone of the room: Folks mostly seemed to agree with the descriptor 'clickbait', even if apprehensively. Russ chuckled at the phrase 'confirmshaming', because he likes puns. Neil seemed embarrassed by the CX. Cem was a bit defensive about it. Llew made the argument he's made in the past that customers probably just need two buttons. The general guidance from Russ was "Fix these transparency numbers, and still hit your numbers" (but as you know from discussions with myself, with Ulrich, and I'm sure in your own internal team discussions – it's going to be very hard to hit these numbers by taking away some of those anti-patterns).

One of the requests from Llew in our December review was that we ensure that the C-team feels the pain these non-Prime customers are feeling, as he doesn't believe they are experiencing it enough. He even suggested having them all shop as non-Prime for a month...

So I'll pass the question back to you. You all were in the meeting with Doug last December where the UPDP clarity launch decision was reversed. The document Caroline shared from that Doug review was a bit light on the "customer" (in fairness, it sounds like y'all had to pull it together pretty quickly). At any rate, I don't know if these folks are truly feeling the customer impact in the way we'd like them to. What are your thoughts having been in the room with some of them more recently?

---

**From:** "Hills, Benjamin" <[bhills@amazon.com](mailto:bhills@amazon.com)>  
**Date:** Wednesday, March 10, 2021 at 8:57 AM  
**To:** "Nelson, Reid" <[reidn@amazon.com](mailto:reidn@amazon.com)>  
**Cc:** "Baidwan, Nikki" <[nikbai@amazon.com](mailto:nikbai@amazon.com)>, Mary Pat Gotschall <[marypat@amazon.com](mailto:marypat@amazon.com)>  
**Subject:** RE: Shopper frustration examples

I guess, taking a step back, are we sure they don't feel the pain of those with pain (given the escalation they, themselves receive). I'm not sure we need to point out any more than we are that there are some upset customers. If there's something specific that you think will sway the decision from a judgement call that is imperative for them, happy to figure that out, else, It thinks it's pretty obvious (certainly for me, an Liew, Jamil, and Neil) that we have a big judgement call to make.

---

**From:** Nelson, Reid  
**Sent:** Wednesday, March 10, 2021 8:33 AM  
**To:** Hills, Benjamin <[bhills@amazon.com](mailto:bhills@amazon.com)>  
**Cc:** Baidwan, Nikki <[nikbai@amazon.com](mailto:nikbai@amazon.com)>; Gotschall, Mary Pat <[marypat@amazon.com](mailto:marypat@amazon.com)>  
**Subject:** Re: Shopper frustration examples

Hey Ben/Nikki,

Let me have a look at this and come back with something. I think we can make screenshots smaller, and maybe do some trimming on the quote length.

I did want to reach out about our other thread, on how we get leaders to feel the pain. There are other VOC channels outside of UX research that were represented in our original Jamil/Llew doc in December, which aren't being included in the CWG doc. E.g., The emails to JeffB, social media posts, anti-patterns blogs, app reviews, etc.

I took a swim through Heartbeat yesterday to focus on some keywords that would hone in on customers complaining about CX issues specifically (as opposed to general complaints about unknown charges). [Please have a look at this Quip](#) where I gathered examples. I'm wondering how we can help leaders understand that some customers are taking to more public avenues to complain about this stuff – and the general sentiment they're expressing ("you've lost a loyal customer", etc)? There's a brand impact here that is hard to capture in any quantitative weblab metric. This feels like an important input when we ask leaders if they're willing to tolerate status quo.

Keen to hear your thoughts on how to weave this in. Could we include an example or two, then provide a link to the quip for the fuller set, should they be interested in taking a look?

---

**From:** "Hills, Benjamin" <[bhills@amazon.com](mailto:bhills@amazon.com)>

**Date:** Wednesday, March 10, 2021 at 6:20 AM

**To:** "Nelson, Reid" <[reidn@amazon.com](mailto:reidn@amazon.com)>

**Cc:** "Baidwan, Nikki" <[nikbai@amazon.com](mailto:nikbai@amazon.com)>

**Subject:** Shopper frustration examples

Good morning Reid,

I took out the references to the tickets per Liews feedback, we're still at almost 2 pages. Per the request to simplify the appendix, can you trim to 1 page (presuming we keep the pictures, that'd be about 5). Let me know which 5 and I'll keep/put in.

Thanks,

Ben

**Appendix C: Shopper frustrations tagged to theme 'Prime Account CX Satisfaction**

**Theme: Calls to Actions (CTAs)**

CTAs provide customers with "critical path" buttons or links to move through and make key decisions in a subscription flow.



Customers sometimes click on these buttons not reading or understanding their labels and/or have trouble discovering the CTA to opt out of a subscription.

"Honestly I'm indifferent to the 3 euro shipping cost. So, No...(clicks)...Oh wait I clicked the wrong one...(Sighs)...Usually the button that is marked in yellow is the one to continue without doing anything else. But in this case it was to continue AND make you Prime. And the 'No Thank You' was not highlighted. You should highlight both, because they're equally important. It's like I fell into a trap for stupid people, because I hadn't read it. I was just clicking it thinking it was the way to continue." - [REDACTED] Madrid, 2016, [Video](#)

**Theme: Difficulty comprehending that this is a paid, auto-renewing subscription**

Even when customers understand they're signing up for a subscription trial, not all are doing so with the understanding that these trials will automatically renew. This is because key details are presented in legal T&Cs, typically at the bottom of a page in small print. Customers, moving quickly, frequently overlook or ignore those T&Cs (or if they have Accessibility/zoom settings enabled, this information can show up outside of their viewport).

"I didn't have any idea of what Prime was. I didn't read this well. I'm going through the order process, and then there's a surprise 500 pesos at the end of the month. Or something that I wasn't aware of, that I wasn't asking for. This small print really bothers me. It should be clearer in saying 'You are using the Prime Service, and if you don't cancel in a month, they'll charge you 500 pesos.' Not everyone is going to read this condition, that's the truth. They just say 'Yes, I want it, I accept, I accept, I accept!'" - [REDACTED] Mexico City, 2017, [Video](#)

**Theme: Issues related to confusing and/or misleading language in marketing content**

Customers are sometimes confused by phrases in Prime upsells like "Why pay for shipping?" or "No thanks, I don't want free shipping". These can make customers incorrectly conclude that they must be Prime to get free shipping (when they can already get core free shipping as a non-Prime customer with a minimum order threshold).

"They keep telling me and telling me (to get Prime)! And this tiny link, 'No thanks, I don't want free shipping', Ayyy! (Rolls eyes)" - [REDACTED] Mexico City, [Video](#)

**Theme: Issues with confirmation messages and emails**

Customers sometimes overlook or misinterpret subscription confirmations, like 'Welcome to Prime' messages in checkout, post-sign-up emails, etc.

"[Reading welcome e-mail after an unintentional sign up] So... 'your 30-day trial!'... 'try Amazon benefits for 30 days!'... 'free delivery'... So I think you can get those benefits starting now, if you just subscribe now... (Moderator: Did you already sign up?)... No, I don't think so" - [REDACTED] Toulouse, 2016, [Video](#) (starts at 53sec)

**Theme: Customers not feeling in control of their renewal**

Unwanted auto-renewals is a common frustration for any subscription service (not just Amazon subscriptions). Customers like to be in control over their decisions, and are frustrated when they don't receive proactive renewal reminders and/or when it's difficult to disable auto-renew. The fear of forgetting to cancel can sometimes lead prospective customers to avoid signing up to begin with.

"That's how Amazon links you in to their service, you know. You get a free 30 days. What happens? Most people forget the 30 days. I'm one of those people, if I don't write it down - it's forgotten. The 30 days passes, two months go by and you look at your credit card and you say 'What am I being charged for?' You call Amazon and they say 'oh you had the free 30 days and it expired 3 months ago. I ain't going to remember something 30 days from now.'" - [REDACTED] Atlanta, 2017, [Video](#)

**Theme: Difficulty finding a way to undo or cancel a subscription**

Customers are frustrated when they cannot instantly “undo” an unwanted membership sign up within the context of that sign up. These customers must go through self-service cancellation, but this is sometimes difficult for them to find. For example, there is no path to self-service cancellation when customers click on “Prime” within the mobile hamburger menu. Customers must instead open Your Account > Manage Prime membership (or by searching for “Cancel Prime” in a product search). Once they find their way to the Manage Prime Membership page, the cancellation option is hidden behind a “Manage membership” drop down.

“Let’s have a look under ‘My Prime’...(Scrolling through benefits)...blah blah blah...(Scrolls to footer)...There it is, ‘Manage my Membership’. You [Amazon] put that at the very bottom of the screen. That was already clear to me, you rascals...It’s very time-consuming, you have to go all the way down first (to find the ingress)” - [REDACTED] Munich, 2019, [Video](#) (starts at 2min 0sec)

**Theme: Difficulties finishing the cancellation workflow**

Customers are frustrated by the number of steps involved in cancellation, and the clarity of whether they’ve finished the process or not. We have observed some customers click “End membership”, and then abandon the flow prematurely, not realizing there are additional steps to finalize the cancellation.

“That’s not great, that was misleading. You click on ‘Cancel’ and I assume it’s cancelled. Then I must confirm it again and this ad appears again. Then you think it is cancelled and they offer to extend it.” - [REDACTED] Vienna, 2019, [Video](#)

**Theme: Frustration related to partial refunds**

Partial refunds are especially frustrating when the customer did not want a subscription to begin with.

“I already cancelled it. But it got cancelled with a charge that is weird. They say that they are going to refund me just a part of the money, but not all of it. They said that they were going to refund 10 dollars, and that’s a little less, it’s not the whole amount (\$12.99 x 3). And that’s just bad! Because...it’s simply something that I didn’t want.” - [REDACTED] Santiago de Chile, 2018, [Video](#)

**Theme: Negative downstream impacts caused by subscription CX issues**

Unexpected sign ups / renewals can erode customer trust, making customers re-evaluate their relationship with Amazon. Frustration is exacerbated when customers go through multiple billing cycles before discovering there is a problem.

So it’s saying they are charging me \$12.99/month for Prime. I didn’t notice this (on my credit card bill) because it’s such a small amount of money. If you didn’t tell me about this (I would have never known). We’re looking at an infringement from Amazon. I think it’s serious because they charge you without letting you know....I’m disappointed. I would expect something different from Amazon.” - [REDACTED] Santiago de Chile, 2018, [Video](#)

# Attachment 11



**From:** Moeller, Caroline [/O=AMAZON/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=CMOELLB49]  
**Sent:** 7/14/2021 7:43:13 AM  
**To:** Sundaram, Swami [swamina@amazon.com]; Ghani, Jamil [ghanijam@amazon.com]; Dinani, Alnoor [dalnoor@amazon.com]; Hills, Benjamin [bhills@amazon.com]; Agnihotri, Ishan [agnishan@amazon.com]; Sharma, Prabhat [prabshar@amazon.com]; Kalim, Omar [okalim@amazon.com]; Bruhanov, Michael [bruham@amazon.com]; Earley, Brennan [brennae@amazon.com]; England, Mark [marengl@amazon.co.uk]; Tuladhar, Praju [tuladhar@amazon.com]; Boulis, Anthony [boulis@amazon.com]; Brown, C.R. [crbrow@amazon.com]; Viswanathan, Chander [cviswa@amazon.com]; Choubal, Pranali [choubalp@amazon.com]; Goeltz, Benjamin [bgoeltz@amazon.com]; Mendoza, Isaac [imendoz@amazon.de]; Martinez Higes, Alvaro [alvhiges@amazon.es]; Akula, Srilekha [srileka@amazon.com]; Ikeda-Flowers, Emily [ikeemily@amazon.com]; Magnay, Phillip [magnap@amazon.com]; Baidwan, Nikki [nikbai@amazon.com]; Srinivasan, Bharath [bharaths@amazon.com]; Bharghav Balakrishna, Ashwin [ashwinb@amazon.com]; V, Vivek [vivekva@amazon.com]; King, Jason [jaskngz@amazon.com]; Parmar, Dhaval [dparmar@amazon.com]; Rai, Krishna Kumar [kkrai@amazon.com]  
**CC:** Davidai, Nahshon [ndavidai@amazon.com]; Leung, Lisa [lileung@amazon.com]; meet@chime.aws; pin+8842988038@chime.aws  
**Subject:** RE: Privileged and Confidential - Prime Headwinds  
**Attachments:** Privileged & Confidential - Prime Checkout Upsell CX Satisfaction.pdf; Prime Upsells in Checkout CX.pdf

Seeking legal guidance

Hi all, please find the document and CX deck for today's discussion of CX Satisfaction in checkout.

Thanks,  
 Caroline

-----Original Appointment-----

**From:** Sundaram, Swami <swamina@amazon.com>

**Sent:** Tuesday, July 13, 2021 1:25 PM

**To:** Sundaram, Swami; Ghani, Jamil; Dinani, Alnoor; Moeller, Caroline; Hills, Benjamin; Agnihotri, Ishan; Sharma, Prabhat; Kalim, Omar; Bruhanov, Michael; Earley, Brennan; England, Mark; Tuladhar, Praju; Boulis, Anthony; Brown, C.R.; Viswanathan, Chander; Choubal, Pranali; Goeltz, Benjamin; Mendoza, Isaac; Martinez Higes, Alvaro; Akula, Srilekha; Ikeda-Flowers, Emily; Magnay, Phillip; Baidwan, Nikki; Srinivasan, Bharath; Bharghav Balakrishna, Ashwin; V, Vivek; King, Jason; Parmar, Dhaval; Rai, Krishna Kumar

**Cc:** Davidai, Nahshon; Leung, Lisa; meet@chime.aws; pin+8842988038@chime.aws

**Subject:** Privileged and Confidential - Prime Headwinds

**When:** Wednesday, July 14, 2021 8:00 AM-9:30 AM (UTC-08:00) Pacific Time (US & Canada).

**Where:** Meeting ID: 8842 98 8038

**DO NOT FORWARD THIS MEETING INVITE**

*NOTE: The beginning of the meeting will be devoted to reading time.*

**Meeting Purpose:**

**Contacts**

**Questions/Changes:** Ishan Agnihotri / Ericha Roberts

**Doc/Topic Owner:** Topics & agenda will be shared closer to date of each occurrence

**Note Taker ( If applicable):** N/A

(sort alphabetically by last name)	Conference Room & Chime Meeting Information
<b>Required:</b> 1. Ghani, Jamil 2. Hills, Benjamin 3. Baidwan, Nikki 4. Agnihotri, Ishan	<b>PIN</b> • 8842 98 8038  <b>Phone:</b> • US: +1- 206-266-2000

5. Sharma, Prabhat 6. Srinivasan, Bharath 7. Kalim, Omar 8. Bruhanov, Michael 9. Earley, Brennan 10. England, Mark 11. Tuladhar, Praju 12. Boulis, Anthony 13. Dinani, Alnoor 14. Brown, C.R. 15. Bharghav Balakrishna, Ashwin 16. Viswanathan, Chander 17. Choubal, Pranali 18. Goeltz, Benjamin 19. Mendoza, Isaac 20. Martinez Higes, Alvaro 21. Akula, Srilekha  <b>Optional:</b> 1. Davidai, Nahshon	<ul style="list-style-type: none"> <li>US Toll Free: +1-855-552-4463</li> <li>International: <a href="https://chime.aws/dialinnumbers/">https://chime.aws/dialinnumbers/</a></li> </ul>
<b>Updates to Invite</b>	
<ul style="list-style-type: none"> <li>6/17 – Invite Sent</li> <li>7/12 – Updated occurrence end time</li> </ul>	

# Attachment 12



---

**From:** Gotschall, Mary Pat [/O=AMAZON/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=MARYPAT]  
**Sent:** 9/30/2020 4:04:52 PM  
**To:** Nelson, Reid [reidn@amazon.com]; Edelstein, David [edelstei@amazon.com]; Teska, Danielle [teskad@amazon.com]  
**Subject:** Re: Before/after screenshots of UPDP

Hi David,  
Are you able to free up at least 1 UXD to hop in and help get us over the finish line? Your help here is much appreciated!  
Thanks,  
Mary Pat

---

**From:** Reid Nelson <reidn@amazon.com>  
**Date:** Tuesday, September 29, 2020 at 9:57 AM  
**To:** "Edelstein, David" <edelstei@amazon.com>, "Teska, Danielle" <teskad@amazon.com>  
**Cc:** "Gotschall, Mary Pat" <marypat@amazon.com>  
**Subject:** FW: Before/after screenshots of UPDP

Hi David/Danielle,

Looks like Azmina (from Audible) is dropping out of the workstream, so as far as designers go who can help us with mocks, we're down to Nathan, Ryan, and Mokryun (with AmyLeigh helping on the copy side).

I don't have a good sense for how much work would be involved to get through the list of mock requests below – and whether the designers above can support given other things on their place.

You all probably have a better idea of the amount of work involved here. Do you think we'll be able to get these cranked out with the resources we have, before the Katey draft review in two weeks (Oct 14)? If not, are there some additional designers in GPX or Shopping Design who we can enlist for support?

Apologies for bringing this to you with somewhat short notice. I had Kristen Miller assigned to managing this mocks generation process, but she just dropped out due to the Gurupa migration fire, so I'm picking this up now.

Appreciate your guidance/support,  
~Reid

---

**From:** "Karimi, Azmina" <azmina@audible.com>  
**Date:** Tuesday, September 29, 2020 at 9:39 AM  
**To:** "Nelson, Reid" <reidn@amazon.com>  
**Subject:** Re: Before/after screenshots of UPDP

Hi Reid,

Thanks for reaching out. I would SO love to help with this but unfortunately we recently lost a designer on our team, leaving us super strapped for capacity. It looks like it will be that way for the rest of 2020 but if we end up getting more help we can reassess our involvement.

These are some great solutions and I love that exploring opt-in instead of opt-out is on table from our brainstorm! Would love to stay posted on how things are panning out in the meantime.

Best,  
Azmina

---

**From:** "Ogborn, Ryan" <ogborn@amazon.com>  
**Date:** Monday, September 28, 2020 at 7:54 PM  
**To:** "Nelson, Reid" <reidn@amazon.com>, "Morgan, AmyLeigh" <amyleigh@amazon.com>, "Baik, Mokryun" <mokryun@amazon.com>, "Karimi, Azmina" <azmina@audible.com>, "Edelstein, David" <edelstei@amazon.com>  
**Subject:** Re: Before/after screenshots of UPDP

Grabbed a slot for 7-Oct  
<https://w.amazon.com/bin/view/ShoppingDesign/RocketBoosters/Signup/>

---

**From:** "Nelson, Reid" <reidn@amazon.com>  
**Date:** Monday, September 28, 2020 at 4:35 PM  
**To:** "Ogborn, Ryan" <ogborn@amazon.com>, "Morgan, AmyLeigh" <amyleigh@amazon.com>, "Baik, Mokryun" <mokryun@amazon.com>, "Karimi, Azmina" <azmina@audible.com>, "Edelstein, David" <edelstei@amazon.com>  
**Subject:** Re: Before/after screenshots of UPDP

[Copying AmyLeigh, Nathan, Mokryun, Azmina and David]

Thank you!! Timeline = the sooner the better. We've got a Katey review mid-Oct. Let's do Rocketboosters if we can get a slot in soon-ish, but if they're booked out, I think we have enough research inputs to pull together some high judgment mocks. We've also got AmyLeigh who is willing to provide copy inputs on the CTAs and marketing content. She just needs help with the actual visual mocks themselves. I'm sure Nathan can get eyeballs on the copy as well.

To the other designers I just added: This is described in the thread below, but I lost Kristen Miller in this workstream due to conflicting priorities, so I will now be coordinating the mock generation activities leading up to our VP review. Ryan has kindly agreed to take on some UPDP "re-imagining". Beyond UPDP, there are some other CXs along the Subscription Journey that I'd like to get some "best-in-class high clarity" mocks for. Namely the following:

- **Detail page upsells** (e.g., buy box upsells for Kindle Unlimited, Audible, Prime, etc... Where CTAs like "Read for Free" or "Get Free One-Day Shipping" are a bit misleading, and don't adequately tease out the cost or auto-renewing aspect of those memberships...Or in the case of Audible, I think it just says "Continue" in some cases... Similarly Prime's BBOP upsell doesn't always help NPAs understand that they can already get free slower shipping with orders over \$25...How might we improve all this?)
- **Interstitial upsells** (e.g., UPDP, FTUE...See the live Amazon Music FTUE upsell as another example of a relatively poor CX, where opt-out is a small link rather than an equally prominent button)
- **Post sign up confirmations** (e.g., The welcome to Prime message on SPC should be very obvious, not confused with another ad/upsell for Prime, should have an 'Undo' button, and maybe should even have a line item added to the Order Summary box that a trial/renewing membership has been added to the order)
- **Post sign up emails** (e.g., The welcome to Prime email...price and auto-renew should be more prominent than simply showing up in fine-print T&Cs)
- **Proactive renewal reminder** (Currently customers must initiate the cancellation flow to turn on reminders. Let's show an example email that we just send X days in advance, automatically, without them opting into this)
- **Opt-in renewal, rather than opt-out.** This was one of the more controversial ideas in our Brainstorm Day, but I do think it's worth doing some design thinking on. If we were to get rid of auto-renew, and make it an opt-in experience on Day 30, what would that look like?

- **Auto-renew toggle** (Currently customers must initiate the cancellation flow to turn off renewal. Let's give them a toggle on the Manage subscription page?)
- **More obvious cancellation ingress** (historically customers must open drop downs, click unintuitive strings like 'update settings' ...How could we make this easier? Also, we should make this as easy to do on the Slash Prime page as it is from Prime Central.
- **Easier cancellation flow** (historically customers had to do like 4 clicks to get through this. What strikes a better balance between attempting to retain them, and making it easy to finish? Fewer steps. More obvious indication of progress / bread crumbs. Guaranteeing that buttons show up above the fold on all pages. Clear CTA labels and colors).
- **One harmonized page to see all active memberships, and toggle renewal vs. cancel.** I believe the current CX is a bit random with different teams owning the different flavors of their own subscription management CX.
- **Inactive member reminder & auto-cancel.** Similar to Netflix, some teams are sending out communications and letting them know they haven't used benefits. Then auto-cancelling them if they don't hear back. I don't believe ALL Amazon subscriptions are doing this currently. What's a best-in-class version of this?

This is definitely a non-trivial amount of design work, but I think having rich mocks for these, showing the "before/current" state, and the "proposed/after" state, will be instrumental to getting leaders excited and onboard. Ideally with some call-outs about what is different about the proposal (perhaps with links to frustrations). I can help with the iteration of each of these by providing UX inputs, and frustration tickets, but like AmyLeigh, I'm lacking the actual mock generation skills.

How are you all feeling about your current workloads, and what you could realistically commit to from a design perspective? Does this seem doable with the designers we have available in the working group? Or should we recruit more peeps (and if so, do you have any go-to folks in mind?) Also, which of the above concepts would you be willing to sign up for?

I can set up time for us to have a quick huddle, but please chime in if you have thoughts! Thanks!!

---

**From:** "Ogborn, Ryan" <ogborn@amazon.com>  
**Date:** Monday, September 28, 2020 at 3:40 PM  
**To:** "Nelson, Reid" <reidn@amazon.com>  
**Subject:** Re: Before/after screenshots of UPDP

I think so. We just had to dial down our True SPC for Non Prime weblab for negative Prime sign-ups so it would be a good time to get a best-in-class option ready since migration hinges on moving off of multi-page pipeline/Gurupa.  
<https://sim.amazon.com/issues/CPX-EXPRESS-243>

I'd like to get this in Rocketboosters and in front of Prime designers, what's your timeline?

---

**From:** "Nelson, Reid" <reidn@amazon.com>  
**Date:** Monday, September 28, 2020 at 3:24 PM  
**To:** "Ogborn, Ryan" <ogborn@amazon.com>  
**Subject:** Re: Before/after screenshots of UPDP

Thanks man!

Eventually I'll come back up for air, but since I've lost Kristen Miller on this workstream, I think I'll be the one who is managing the "Design/mock inputs" process for our dock. One of the mocks I'd like is a North Star / best-in-class high clarity UPDP mock. Do you think you would be willing to take a stab at creating it, using some of the bullets below for the additional things we need to tweak to get us there? (In addition to other clarity improvements I may have been missing)?



---

**From:** "Ogborn, Ryan" <ogborn@amazon.com>  
**Date:** Monday, September 28, 2020 at 1:20 PM  
**To:** Mary Pat Gotschall <marypat@amazon.com>, "Nelson, Reid" <reidn@amazon.com>, "Teska, Danielle" <teskad@amazon.com>  
**Subject:** Re: Before/after screenshots of UPDP

This is great news, Reid!

---

**From:** "Gotschall, Mary Pat" <marypat@amazon.com>  
**Date:** Monday, September 28, 2020 at 1:07 PM  
**To:** "Nelson, Reid" <reidn@amazon.com>, "Teska, Danielle" <teskad@amazon.com>  
**Cc:** "Ogborn, Ryan" <ogborn@amazon.com>  
**Subject:** Re: Before/after screenshots of UPDP

Good suggestions on the improvements; especially wrt to Prime not needing the minimum order threshold. We don't tout that one – but it is an important factor for non-prime customers to consider when thinking about converting to Prime. Can you work with Caroline to see if they'd be willing to consider?

---

**From:** Reid Nelson <reidn@amazon.com>  
**Date:** Monday, September 28, 2020 at 11:45 AM  
**To:** "Teska, Danielle" <teskad@amazon.com>  
**Cc:** "Gotschall, Mary Pat" <marypat@amazon.com>, "Ogborn, Ryan" <ogborn@amazon.com>  
**Subject:** FW: Before/after screenshots of UPDP

FYI that there have been major strides for UPDP (more than I described in my previous email). Caroline's last reply summarizes the changes.

Still room for further improvement, including:

- Get rid of shadow button treatment. It's a known confusing pattern that has been escalated multiple times.
- Put price and auto-renew details next to the sign up CTA, where customers' attention will likely be focused.
- Use Yellow button for continuing normally without Prime. Use a different color button to continue with Prime (e.g., Blue). In case people don't read, and are using button colors as a sign post to proceed to checkout.
- Use natural language to describe benefits, rather than isolated branded program names like "Prime Video", "Amazon Music Prime".
- Maybe we should mention the fact that Prime gets rid of the minimum order threshold? Seems like an important benefit to educate customers about.

At any rate, this might be a good one to bring up in the Fireside Chat! So many years of effort from multiple teams to get to this state, with Shopping Design being a key contributor.

Sounds like Caroline will be sending out a launch announcement this week. We should forward it to Llew/Katey once it goes out (if they're not already on the thread).

---

**From:** "Moeller, Caroline" <cmmoell@goodreads.com>  
**Date:** Monday, September 28, 2020 at 11:24 AM  
**To:** "Nelson, Reid" <reidn@amazon.com>  
**Subject:** RE: Before/after screenshots of UPDP

Right, here's a summary of the changes:

- made decline CTA a button instead of a link
- reduced decline copy to say "No thanks"
- added price prominence outside of ts&cs
- updated positive CTA to be less confusing / mention Prime
- mentioned multiple core benefits, not just delivery benefits

**From:** Nelson, Reid <reidn@amazon.com>  
**Sent:** Monday, September 28, 2020 11:23 AM  
**To:** Moeller, Caroline <cmmoell@goodreads.com>  
**Subject:** Re: Before/after screenshots of UPDP

Awesome thanks for the prompt reply!!

**So just to clarify, this is the new control treatment now, right? (A simple "No thanks" button)**

**firstName, we're giving you a 30-day FREE trial of Prime.**

After your FREE trial, Prime is just \$12.99/month. You can cancel anytime.

Your top Prime eligible item in cart:



[No Thanks](#)

Your Prime benefits include:

Prime Benefits	
Prime Video	INCLUDED
Amazon Music Prime	INCLUDED
Fast, FREE delivery on Prime eligible items	INCLUDED

**Save \$5.99** on your Prime eligible items with FREE One-Day Delivery on this order.

[Start your Prime FREE trial](#)

Enjoy Prime FREE for 30 days

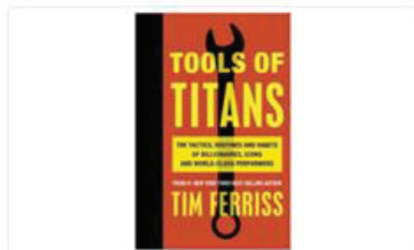
By signing up, you acknowledge that you have read and agree to the [Amazon Prime Terms and Conditions](#) and authorize us to charge your default payment method () or another available payment method on file after your 30-day free trial. Your Amazon Prime membership continues until cancelled. If you do not wish to continue for \$12.99/month plus any applicable taxes, you may cancel anytime by visiting Your Account and adjusting your membership settings. For customers in Hawaii, Puerto Rico, and Alaska please visit the [Amazon Prime Shipping Benefits](#) page to check various shipping options.

**And this was the previous control treatment? (A link w/ misleading language "No thanks, I do not want FREE delivery")**

**firstName, we're giving you a 30-day FREE trial of Prime.**

No minimum order threshold for FREE One-Day Delivery

Your top Prime eligible item in cart:



No thanks, I do not want FREE delivery

Your Prime benefits include:

Delivery Speed	prime
Same-Day Delivery (in select cities)	FREE
One-Day Delivery	FREE
Two-Day Delivery	FREE

Save \$5.99 on your Prime eligible items with FREE One-Day Delivery on this order.

Get FREE One-Day Delivery

Enjoy Prime FREE for 30 days

By signing up, you acknowledge that you have read and agree to the [Amazon Prime Terms and Conditions](#) and authorize us to charge your default payment method () or another available payment method on file after your 30-day free trial. Your Amazon Prime membership continues until cancelled. If you do not wish to continue for \$12.99/month plus any applicable taxes, you may cancel anytime by visiting Your Account and adjusting your membership settings. For customers in Hawaii, Puerto Rico, and Alaska please visit the [Amazon Prime Shipping Benefits](#) page to check various shipping options.

BTW, do we have any initiatives on the horizon to fix the shadow button?

**From:** "Moeller, Caroline" <[cmmoell@goodreads.com](mailto:cmmoell@goodreads.com)>

**Date:** Monday, September 28, 2020 at 11:15 AM

**To:** "Nelson, Reid" <[reidn@amazon.com](mailto:reidn@amazon.com)>

**Subject:** RE: Before/after screenshots of UPDP

Hi Reid,

Before and Afters in this folder: <https://drive.corp.amazon.com/folders/Prime-Marketing-Screenshots/200915%20US%20UPDP%20BAU%20Clarity%20Updates>

**From:** Nelson, Reid <[reidn@amazon.com](mailto:reidn@amazon.com)>

**Sent:** Monday, September 28, 2020 10:07 AM

**To:** Moeller, Caroline <[cmmoell@goodreads.com](mailto:cmmoell@goodreads.com)>

**Subject:** Before/after screenshots of UPDP

Hey Caroline,

Any chance I could get a screenshot of the old (No Thanks link) vs. new (No Thanks button) CX for UPDP?

Thanks so much!

—  
Reid Nelson | Principal UX Researcher | Shopping Design | 253.241.8864 (Mobile)

# Attachment 13



dm-reidn--tracymcn

Oh of course, don't sweat it.

Instant Message : Amazon Slack

14:56:32

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

Yeah, good on her!

Instant Message : Amazon Slack

14:56:49

From

tracymcn <W017LC46NNR>

dm-reidn--tracymcn

But that's Pat, right? And he's so into customer anecdotes.

Instant Message : Amazon Slack

14:57:02

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

Muthu, Pat, Coleen it sounds like...

Instant Message : Amazon Slack

14:57:09

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

She's meeting with all of them

Instant Message : Amazon Slack

14:57:16

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

Or that's what I thought I heard.

Instant Message : Amazon Slack

14:58:02

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

We're working on what is the most important doc I think I have ever been involved with at Amazon - this Prime thing. And Katey has not taken the time to get close to the details... it's a bit of a bummer

Instant Message : Amazon Slack

14:58:48

From

tracymcn <W017LC46NNR>

dm-reidn--tracymcn

Hmm. So it's either that she trusts you so implicitly that she doesn't feel that she needs to get close to it, OR she doesn't realize how important it is, or...???

Instant Message : Amazon Slack

14:58:49

From  
reidn <W017T2RDPGC>  
dm-reidn--tracymcn

It goes to the C-Team in a week, and we continually give them feedback that the framing of the problem and our customer insights needs some tweaking, and they (Prime) completely ignore us

Instant Message : Amazon Slack

14:59:05

From  
reidn <W017T2RDPGC>  
dm-reidn--tracymcn

I need Katey to lean in and throw some muscle down, but she isn't

Instant Message : Amazon Slack

14:59:17

From  
tracymcn <W017LC46NNR>  
dm-reidn--tracymcn

Have you asked her explicitly to do that?

Instant Message : Amazon Slack

14:59:30

From  
tracymcn <W017LC46NNR>  
dm-reidn--tracymcn

(I mean that in a non-judgey way.)

Instant Message : Amazon Slack

14:59:40

From  
reidn <W017T2RDPGC>  
dm-reidn--tracymcn

I haven't...I'm leaning on Mary Pat for guidance there, but she sorta says that Katey is just overwhelmed with other stuff

Instant Message : Amazon Slack

14:59:46

From  
tracymcn <W017LC46NNR>  
dm-reidn--tracymcn

Like, we need you to come in guns blazing on this.

Instant Message : Amazon Slack

14:59:56

From  
tracymcn <W017LC46NNR>  
dm-reidn--tracymcn

Ohhh

Instant Message : Amazon Slack

15:00:17

From  
reidn <W017T2RDPGC>  
dm-reidn--tracymcn

There's a pre-review with Llew tomorrow that we weren't even invited to, and they're only adding us last minute because we have been nagging them.

Instant Message : Amazon Slack

15:00:28

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

It's all fucked up... Sorry I'm venting but this is so aggravating

Instant Message : Amazon Slack

15:00:43

From

tracymcn <W017LC46NNR>

dm-reidn--tracymcn

Hmm. Well, I can understand with such a big org, but still, this seems like an andon cord situation of sorts, doesn't it?

Instant Message : Amazon Slack

15:01:03

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

I mean...how many C-team docs is Katey's org contributing to??

Instant Message : Amazon Slack

15:01:09

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

Like probably not that many, right??

Instant Message : Amazon Slack

15:01:11

From

tracymcn <W017LC46NNR>

dm-reidn--tracymcn

(what is C-team btw?)

Instant Message : Amazon Slack

15:01:18

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

David Clark and all his cronies

Instant Message : Amazon Slack

15:01:21

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

\*Dave

Instant Message : Amazon Slack

15:01:25

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

The top of the top

Instant Message : Amazon Slack

15:01:44

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

I guess Andy/JeffB would be the top, but this is as top as we're ever gonna get

Instant Message : Amazon Slack

15:01:48

From

tracymcn <W017LC46NNR>

dm-reidn--tracymcn

yeah so in that case, i think it takes priority over almost anything else?

Instant Message : Amazon Slack

15:01:54

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

One would think!

Instant Message : Amazon Slack

15:02:34

From

tracymcn <W017LC46NNR>

dm-reidn--tracymcn

Ugh this makes me uncomfortable.

Instant Message : Amazon Slack

15:02:36

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

I don't feel like I can ping Katey about this, because I feel like it's stepping over Mary Pat

Instant Message : Amazon Slack

15:03:08

From

tracymcn <W017LC46NNR>

dm-reidn--tracymcn

Well, it's also the kind of thing where after the fact, Katey could be like, "I don't understand why you wouldn't pull me in on something like this."

Instant Message : Amazon Slack

15:03:23

From

tracymcn <W017LC46NNR>

dm-reidn--tracymcn

So it's a bit of a rock/hard place situation, isn't it...

Instant Message : Amazon Slack

15:03:49

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

I want to send them both a message saying "We're not happy with where the doc is at, and this team's

lack of transparency and partnership working with us on this doc/meeting...and considering that Shopping Design's year-long 2020 workstream is the reason why this C-team review is happening in the first place, we feel like we need a more prominent seat at the table"

Instant Message : Amazon Slack

15:04:06

From  
tracymcn <W017LC46NNR>  
dm-reidn--tracymcn

(sorry - who is both of them? MP and Katey?)

Instant Message : Amazon Slack

15:04:15

From  
reidn <W017T2RDPGC>  
dm-reidn--tracymcn

Yeah, Katey and MPG

Instant Message : Amazon Slack

15:04:48

From  
tracymcn <W017LC46NNR>  
dm-reidn--tracymcn

Do it. Can you shoot MP a slack or email as a heads-up that you want to give Katey more visibility into this?

Instant Message : Amazon Slack

15:05:01

From  
reidn <W017T2RDPGC>  
dm-reidn--tracymcn

I have been

Instant Message : Amazon Slack

15:05:02

From  
tracymcn <W017LC46NNR>  
dm-reidn--tracymcn

(I assume she's in the Llew review tomorrow, but maybe not)

Instant Message : Amazon Slack

15:05:06

From  
reidn <W017T2RDPGC>  
dm-reidn--tracymcn

MPG is swamped with QBR

Instant Message : Amazon Slack

15:05:28

From  
reidn <W017T2RDPGC>  
dm-reidn--tracymcn

Katey's QBR is scheduled at the same time as the Llew review...to make matters worse

Instant Message : Amazon Slack

15:05:35

From

tracymcn <W017LC46NNR>  
dm-reidn--tracymcn

Dammit.

Instant Message : Amazon Slack  
15:05:40  
From  
reidn <W017T2RDPGC>  
dm-reidn--tracymcn

Yeah it's all fucked

Instant Message : Amazon Slack  
15:06:08  
From  
reidn <W017T2RDPGC>  
dm-reidn--tracymcn

MPG and Katey both don't have any brainwaves left to spend on this

Instant Message : Amazon Slack  
15:06:15  
From  
tracymcn <W017LC46NNR>  
dm-reidn--tracymcn

so in the llew review, it's you and then the prime people?

Instant Message : Amazon Slack  
15:06:16  
From  
reidn <W017T2RDPGC>  
dm-reidn--tracymcn

And it's a battle that is uncomfortable to have to begin with

Instant Message : Amazon Slack  
15:06:54  
From  
reidn <W017T2RDPGC>  
dm-reidn--tracymcn

Looks like they just moved Katey's QBR meeting to the hour after, so that must be directly related.

Instant Message : Amazon Slack  
15:07:03  
From  
tracymcn <W017LC46NNR>  
dm-reidn--tracymcn

ahhh!

Instant Message : Amazon Slack  
15:08:11  
From  
tracymcn <W017LC46NNR>  
dm-reidn--tracymcn

So in that case, maybe MP and Katey can attend the Llew doc review tomorrow?

Instant Message : Amazon Slack  
15:09:11  
From



tracymcn <W017LC46NNR>  
dm-reidn--tracymcn

I feel like you (and really, our whole team) doesn't ask for much, so if we're asking for support, it's because we really need it.

Instant Message : Amazon Slack  
15:09:39  
From  
reidn <W017T2RDPGC>  
dm-reidn--tracymcn

I hope so! But the thing that kills me is that we provided specific feedback on their doc 6 weeks ago to Prime, pinged them multiple times, and have been given two run-around responses that they'll get back to us. Then we find out TODAY that there's a Llew review tomorrow. And I just got a sneak peek of their doc; they made ZERO of the edits/updates we requested.

Instant Message : Amazon Slack  
15:10:06  
From  
reidn <W017T2RDPGC>  
dm-reidn--tracymcn

We don't ask for hardly anything

Instant Message : Amazon Slack  
15:10:35  
From  
reidn <W017T2RDPGC>  
dm-reidn--tracymcn

And maybe that was my bad... Maybe I should have been louder about this to Katey (although she has been all the email threads where we provided feedback)

Instant Message : Amazon Slack  
15:11:02  
From  
tracymcn <W017LC46NNR>  
dm-reidn--tracymcn

WTF.

Instant Message : Amazon Slack  
15:11:14  
From  
tracymcn <W017LC46NNR>  
dm-reidn--tracymcn

That team sounds like a bunch of a-holes.

Instant Message : Amazon Slack  
15:11:24  
From  
tracymcn <W017LC46NNR>  
dm-reidn--tracymcn

and that is shady.

Instant Message : Amazon Slack  
15:12:22  
From  
tracymcn <W017LC46NNR>  
dm-reidn--tracymcn

(I knew it was a tricky situation with them, but holy hell that is BAD.)

Instant Message : Amazon Slack

15:17:19

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

I want to share the doc with you. It starts out with how amazing and loved Prime is.

Instant Message : Amazon Slack

15:17:39

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

A document, whose sole purpose is to talk about the pain we're causing customers.

Instant Message : Amazon Slack

15:17:54

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

Fuck it.

Instant Message : Amazon Slack

15:20:49

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

Their latest version (which I was only able to get this morning through a backchannel...they've literally kept it from us)

attachment\_prime\_account\_cx\_satisfaction\_-\_privileged\_\_\_confidential.docx - This file type is not supported for embedded threading. See attached child.

Instant Message : Amazon Slack

15:21:04

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

And here's the version we sent to them 6 weeks ago with a bunch of edits/comments to Page 1 of the narrative (and an updated customer anecdotes Appendix). Looking at the latest version, they've not taken any of the feedback.

attachment\_prime\_account\_cx\_satisfaction\_-\_privileged\_\_\_confidential\_3-11-21\_rn-mpg.docx - This file type is not supported for embedded threading. See attached child.

Instant Message : Amazon Slack

15:24:20

From

reidn <W017T2RDPGC>

dm-reidn--tracymcn

I just sent this to Mary Pat...I had to say something. Sorry this turned into such a vent sesh!

\_Hey so, just an FYI that I'm going to be dialing into that meeting from the road tomorrow as I have to pick up my girlfriend from the airport at 1PM. So aggravating to find out about this meeting the day prior.\_

\_I've been venting to Tracy about this whole ordeal. I don't want to keep pointing fingers as I don't think that gets us to a solution. But I feel like we need a little Katey muscle right now to get the needed edits/updates taken seriously by Prime BEFORE we all convene tomorrow with leadership. I haven't

heard a peep from Nikki/Ben, so unless you've had any backchanneling since our email thread today, can we have a huddle with Katey about this?\_

\_Perhaps my litmus is off, but I'm trying to get a handle on what document or workstream within Shopping Design has more relative importance right now than a document that goes to C-Team next week to talk about one of the most critical shopper frustrations in the Amazon shopping experience. I actually need Katey to get into the details on this.\_

End Thread

Thread Statistics

83

Instant Message Count

# Attachment 14

Chat with "reidn" <W017T2RDPGC> and another address on April 6, 2022

dm-hulmes--reidn

hulmes <W018829415E>

reidn <W017T2RDPGC>

Earliest item: 2022-04-06 14:07:24

Latest item: 2022-04-06 14:30:38

Wednesday 06 April 2022

Instant Message : Amazon Slack

14:07:24

From

reidn <W017T2RDPGC>

dm-hulmes--reidn

Hey Colin! Thanks for the email. Wanted to let you know that the "team who shall not be named" did something VERY similar to what you described in your email.

Edited

Instant Message : Amazon Slack

14:09:37

From

reidn <W017T2RDPGC>

dm-hulmes--reidn

When we had that Clarity initiative (a document and work stream that went up to the C-Team), we wanted to own the document. But the other "team" \_insisted\_ to own it. It was extremely challenging to partner with them, and ensure that all the necessary inputs be presented in a balanced, customer-centric way for leadership. Our team (up to my director, Katey) ended up being uninvited from the meeting in the final hour, and legal took over the document.

Instant Message : Amazon Slack

14:09:55

From

reidn <W017T2RDPGC>

dm-hulmes--reidn

If doing it over again, I would insist that the customer advocacy team own the doc.

Instant Message : Amazon Slack

14:10:34

From

reidn <W017T2RDPGC>

dm-hulmes--reidn

Doesn't mean you couldn't provide a section for that team to provide their perspective.

Instant Message : Amazon Slack

14:11:18

From

reidn <W017T2RDPGC>

dm-hulmes--reidn

But if they take over the document, I'd be concerned that we'll have a repeat of what happened last time. It was a painstakingly frustrating experience that marked a "low" of my career at Amazon.

Instant Message : Amazon Slack

14:13:02

From

reidn <W017T2RDPGC>

dm-hulmes--reidn

Anyway, just my two cents on the matter! I hope you have a better experience than I did, and that the team actually behaves like a good partner this time around.

Instant Message : Amazon Slack

CONFIDENTIAL TREATMENT REQUESTED

AMZN\_00103325



14:14:23

From  
reidn <W017T2RDPGC>  
dm-hulmes--reidn

Please let me know how I can help with all this.

Edited

Instant Message : Amazon Slack

14:25:47

From  
reidn <W017T2RDPGC>  
dm-hulmes--reidn

P.S.: It may be worth adding an "Accessibility" component to the doc/discussion. <<https://quip-amazon.com/aaRcAws2WTaZ/Recent-complaints-from-customer-service-regarding-accessibility-trust>|Some great CS contacts and screenshots here>. These CX issues obviously impact all customer types, but it's especially problematic for folks with visual and cognitive impairments. These CS anecdotes are fairly "fresh" as well. Would be a good complement to the <<https://quip-amazon.com/12BVA8O9a1S7/Thematic-shopper-frustrations-related-to-Subscription-Clarity>|Thematic Frustrations quip> you were thinking about Appendicizing. See also the attached doc with abridged Appendix content that we synthesized from that larger Quip (we sent this to the team for inclusion in the C-Team doc, but not sure it ever made it in since we were ultimately uninvited and never saw the final doc)

attachment\_abridged\_appendix\_for\_c-team\_doc.docx - This file type is not supported for embedded threading. See attached child.

Instant Message : Amazon Slack

14:27:51

From  
reidn <W017T2RDPGC>  
dm-hulmes--reidn

P.S.: It may be worth adding an "Accessibility" component to the doc/discussion. <<https://quip-amazon.com/aaRcAws2WTaZ/Recent-complaints-from-customer-service-regarding-accessibility-trust>|Some great CS contacts and screenshots here>. These CX issues obviously impact all customer types, but it's especially problematic for folks with visual and cognitive impairments. These CS anecdotes are fairly "fresh" as well. Would be a good complement to the <<https://quip-amazon.com/12BVA8O9a1S7/Thematic-shopper-frustrations-related-to-Subscription-Clarity>|Thematic Frustrations quip> you were thinking about Appendicizing. See also the attached doc with abridged Frustrations Appendix content (we sent this to the team for inclusion in the 2021 C-Team doc...I'm not sure the Appendix ever made it into the final doc since we were un-invited from the meeting :confused:)

Instant Message : Amazon Slack

14:30:38

From  
reidn <W017T2RDPGC>  
dm-hulmes--reidn

When we had that 2020-21 Clarity initiative (a document and work stream that went up to the C-Team), we wanted to own the document. But the other "team" \_insisted\_ to own it. It was extremely challenging to partner with them, and ensure that all the necessary inputs be presented in a balanced, customer-centric way for leadership. Our team (up to my director, Katey) ended up being uninvited from the meeting in the final hour, and legal took over the document.

End Thread

Thread Statistics

10

Instant Message Count



# Attachment 15

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**From:** Baidwan, Nikki [/O=AMAZON/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=NIKBAI6DB]  
**Sent:** 2/17/2021 11:43:54 AM  
**To:** Moeller, Caroline [cmmoell@goodreads.com]; Hankin, Jediah [jediahh@amazon.com]; Kremer, Susan [skremer@amazon.com]; Trivedi, Piyush [piyusht@amazon.com]; Sundaram, Swami [swamina@amazon.com]  
**Subject:** RE: Privileged & Confidential - Clarity doc and meeting request

Maintaining privilege and adding Swami & Piyush

Hi Piyush and Swami,

Both of you request some details on the work we have done for clarity to date. Please find a comprehensive view below and let us know follow up questions. Thanks,

Nikki

---

**From:** Moeller, Caroline <cmmoell@goodreads.com>  
**Sent:** Thursday, January 14, 2021 9:30 AM  
**To:** Baidwan, Nikki <nikbai@amazon.com>; Hankin, Jediah <jediahh@amazon.com>; Kremer, Susan <skremer@amazon.com>  
**Subject:** RE: Privileged & Confidential - Clarity doc and meeting request

Maintaining Privilege

As I mentioned on our call yesterday, here is an overview of the clarity conversations, docs, and actions taken in 2020.

#### Timeline and Docs:

- January 2020: Monique walked Nahshon and Omar through this [PPT with an overview of the CX](#) across international UPDP templates, and also ran 2 UPDP clarity experiments ([Tracker of 2020 clarity experiments](#))
- February 2020: Nikki Erik and I wrote [this early clarity document](#)
- March 2020: Covid, clarity efforts put on hold
- **3/20/20:** US Suppressed FT checkout upsells due to Covid concerns, increased delivery lead times. Significant impact to Prime signups but minimal impact on demand.
- **4/22/20:** US FT checkout upsells reintroduced, using Order Agnostic templates under a Weblab takeover
- May 2020: alignment with Nahshon that when we 'go back to pre Covid BAU templates, we should do so with something that meets our clarity bar'. Began working on docs for Jamil and Neil alignment.
- 6/3/20: Jamil Clarity Review [Doc](#)
- **7/27/20:** Neil Lindsay Review [Doc](#)
- 8/12/20: Shared Neil Lindsay doc with Llew Mason and Jody Biggs
- 8/19/20: Started a monthly working clarity group to ensure rapid progress coming out of the Neil review
  - [Quip that tracked agenda topics / alignment](#), includes action items from Neil review
- **9/17/20:** Removal of Order Agnostic template weblab takeover & US clarity enhancements made to UPDP,
  - We updated both the control and the best performers for each use case. This did not impact content goals, which track lift vs baseline, but it did cause a significant YoY impact that started to no longer be offset by other 2020 tailwinds (such as increase in digital, Up beat vs Op2)
  - [Screenshots of UPDP](#) before and after 9/17 changes
  - [Tracker for making the 9/17 updates to UPDP](#)
  - [Impact of changes WoW of the 9/17 changes](#) – we saw flat to mildly positive WoW trends, as we had been using order agnostic templates since April.
  - [User Testing results for these changes](#)
  - US was the only locale to make these updates to reset the baseline – EU was continuing to test to identify a less impactful option.
- Summer / Fall: worked with finance on clarity score ([latest document](#)). Discussed implications for other scores like Nostradamus ([details here](#)). This is still in progress.

- 11/15/20: Rex flagged concerns with US on track to miss plan once he and finance looked at 30 day conversion post Prime Day. US did not have any input goals to OP2 (such as signups, presentations), so it was difficult to isolate or predict trends from various headwinds and tailwinds.
- 11/25/20: US added specific delivery speeds into UPDP upsells, but maintained the clarity bar. Because we did not also reintroduce the delivery speed variable in the cta "Get FREE One-Day Delivery", and kept the cta "Start My Free Trial", we saw a very small uplift in signups that was not sufficient to help clawback the overall US gap to plan.
- **12/3/20: US Prime Performance Update (review with Doug Herrington, Jamil, Neil – doc is attached)**
- **We reverted US UPDP changes to pre-COVID best performers on 12/3**
- We shifted focus to an **enhanced confirmation CX**, rather than presupposing clarity at signup
- 12/16/20: Creating high-clarity subscription CX Doc [owned by Reid and Katey Muus]
- **Reid's working quip**
- **Subscription clarity highlight reel**
- **Enhanced subscription mocks**
- 12/17/20: Customer Trust Charter Review (clarity is a part of member trust, but we aligned to operate them independently for now)
- **Apoorva's Doc**

### Ongoing Meetings:

- Biweekly Clarity Sync – currently owned by Ben's calendar, I sent you the series.
- Monthly Clarity Meeting – I owned this series in 2020, and the next occurrence is scheduled for 1/27. Happy to repurpose it for a CWG prereview as needed.

### Main Clarity POCs:

- EU Content: Erik Schmitz, Fede Maceratesi
- Finance: Anthony Boulis (formerly Fang, who has rotated)
- Legal: Susan and Praju
- Product: Neel Malhotra (confirmation CX)
- US: Rex Morey

### Other:

- **User Testing Results** for Clarity experiments
- **Misc other clarity documents**
- Blurb for CWG US pricing doc summarizing changes and impact in 2020
- We have experienced tailwinds in Prime due to COVID related increase in traffic [REDACTED] and increase in retention attributed to increased benefit usage [REDACTED] however, these tailwinds were offset [REDACTED] by (1) suppression of Free Trial upsells and BuyBox and Order Pipeline upsells from 3/20 until 4/22, and (2) lower performing order agnostic upsells. These lower performing order agnostic upsells focused on digital benefits instead of fast free shipping to protect the supply chain [REDACTED] from 3/20 until 9/17, and we only returned to upsell messaging with specific shipping speed promises on 11/25.

Let me know if you need anything else!

---

**From:** Baidwan, Nikki <nikbai@amazon.com>  
**Sent:** Wednesday, January 13, 2021 11:14 PM  
**To:** Hankin, Jediah <jediahh@amazon.com>; Kremer, Susan <skremer@amazon.com>  
**Cc:** Moeller, Caroline <cmmoell@goodreads.com>  
**Subject:** RE: Privileged & Confidential - Clarity doc and meeting request

+Caroline



Thanks Jediah. You may want to ping Susan separately to understand if we can keep at least the document related conversations non P&C and if she needs to be in the meetings leading up to final review as well as the working group meetings.

The next working group meeting is Friday AM and we should plan to align on a direction for the clarity score. If you can clean up the last document I sent on clarity score, we can focus the discussion on whether we are going to benefit usage as the measurement and decide next steps from there.

For the Quip, if you can work with Caroline and start plugging in data from previous docs, we can aim to look at a draft by mid next week to assess where we need more information.

Thanks,

Nikki

---

**From:** Hankin, Jediah <jediahh@amazon.com>  
**Sent:** Wednesday, January 13, 2021 11:38 AM  
**To:** Baidwan, Nikki <nikbai@amazon.com>; Kremer, Susan <skremer@amazon.com>  
**Subject:** RE: Privileged & Confidential - Clarity doc and meeting request

Thanks Nikki – updated the stakeholders chart and will check with Mary Pat.

For the workback, I was thinking draft reviews with the working group (Participants + Owner). I had initially marked attendees based on OARPI (ex. if just O and P are marked, I would include those listed under Owner + Participant). I can still add actual attendees if it will help – I was initially trying to make it easy to read.

Taking the below structure of the doc, I started a [draft Quip](#). Also added Susan to the Quip permissions to this folder.

Best,  
 Jediah

---

**From:** Baidwan, Nikki <nikbai@amazon.com>  
**Sent:** January 12, 2021 11:39 PM  
**To:** Hankin, Jediah <jediahh@amazon.com>; Kremer, Susan <skremer@amazon.com>  
**Subject:** Privileged & Confidential - Clarity doc and meeting request

Adding Susan and marking Privileged & Confidential to request privilege

Thanks for jumping on this. Left some comments in the stakeholders charts. For the workback, are you thinking draft reviews with the working group? Let's add suggested attendees at each draft review stage as well.

We may want to give Jamil an email preview of the structure and content we plan to cover a bit early and also plan for a review with him, even if WIP, before we meet with him and Llew. **Was thinking through the structure of the doc a bit (below). I'm hopeful you can get most of the content from previous docs**

1. Background and context – this has been a long standing issue for Prime. We have anecdotal data from customers, but the business impact of changes is high and our current metrics do not support this change. See attached doc intro – we may need to build on this.
2. I'm debating if we should include the insights section we have in this document and if we should include tenets from the Reid doc. Let's discuss.
3. Experiments and Impact – We can list the various initiatives and project cost of these changes, based on past experiments and projections from those
4. Approach moving forward
  - a. Clarity guidelines

- b. Clarity score and other metrics – we may need to reach out to CBA for this
- c. Surveys?
- 5. HDT –
- a. Should clarity focus on pre signup or post signup
- b. How do we tackle legacy issues?
- 6. Next steps?

Thanks,  
Nikki

---

**From:** Hankin, Jediah <jediahh@amazon.com>  
**Sent:** Tuesday, January 12, 2021 5:29 PM  
**To:** Baidwan, Nikki <nikbai@amazon.com>  
**Subject:** FW: Baidwan, Nikki has shared 'Lindsay Org Meeting Request form-041020'

Hey Nikki –

When you have a chance, can you look at the initial work backwards timeline and OARPI? I'm interested to know 1) does this capture all stakeholders 2) based on previous CWG reviews, do you think this timeline seems appropriate? In particular, setting only one pre-review with Jamil/Llew/Neil (ideally 1 week before final review).

Stakeholders: <https://quip-amazon.com/pFDxASKaNpa0/OARPI#EQX9CAfRFYI>  
 Workback Dates: <https://quip-amazon.com/pFDxASKaNpa0/OARPI#EQX9CAbtICH>

Best,  
Jediah

---

**From:** Baidwan, Nikki <nikbai@amazon.com>  
**Sent:** January 12, 2021 2:56 PM  
**To:** Munnich, Kerry <munnichk@amazon.com>; Hankin, Jediah <jediahh@amazon.com>  
**Subject:** RE: Baidwan, Nikki has shared 'Lindsay Org Meeting Request form-041020'

Thanks Kerry. Adding Jediah who will be driving this process moving forward. We will need to work backwards from this date and schedule at least 1 pre-review with Jamil, Llew and possibly Neil. I also realized we need Legal on this call, so would like to add Praju and Jediah to the meeting invite. Pasted the updated tables below.

-Nikki

#### AVAILABILITY REQUEST

Purpose	
Meeting Title	Steam Review: Clarity in Prime Subscription Communications (Privileged & Confidential)
Expected Outcome	Decide on approach for driving clarity in customer communications
Did Neil request this meeting? <i>If yes, please provide context. If no, please explain reason for the request</i>	No. This meeting has been requested by Jamil as a follow up to previous discussions we

		have had within and outside Prime to drive clarity in our communications.
Are you working against a deadline? <i>If yes, please elaborate.</i>		No
Provide any additional information that could be used by the EA to prioritize this meeting request. ( Please include if this is a Decision meeting, an Informative meeting, a Brainstorm, etc.)		
<b>Duration</b>		
<i>*Doc page count includes main body of the doc plus FAQ &amp; Appendices</i>		
1-3 page doc*	1 hour	
4-6 page doc*	1.5 hours	
6+ page doc*	1.5+ hours (note time needed if greater than 90 minutes)	We will likely need 2 hours with the mocks and appendices in this document.
<b>Regional Timing</b>		
NA, EU/UK, or Asia		NA & EU
<b>Dates</b>		
Absolute Soonest Date		2/10/21
Absolute Latest Date		2/28/21
Blackout Dates - (for <b>all</b> key participants)		

Highlighting above is original;  
highlighting below was added by FTC

### MEETING INVITE TEMPLATE

<b>DO NOT FORWARD THIS MEETING INVITE</b>	
<i>NOTE: The beginning of the meeting will be devoted to reading time.</i>	
Meeting Purpose: To align on approach for clarity in Prime communications	
<b>Contacts</b>	
<b>Questions/Changes:</b> <b>Doc/Topic Owner:</b> Nikki Baidwan <b>Note Taker ( If applicable):</b> Caroline Moeller	
<b>Invitees</b> (sort alphabetically by last name)	<b>Conference Room &amp; Chime Meeting Information</b>
<b>Required:</b> <ol style="list-style-type: none"> <li>Nikki Baidwan</li> <li>Anthony Boulis</li> <li>Dave Clark</li> <li>Russ Grandinetti</li> <li>Jamil Ghani</li> <li>Doug Herrington</li> <li>Benjamin Hills</li> <li>Neil Lindsay</li> <li>LLew Mason</li> <li>Caroline Moeller</li> <li>Katey Muus</li> <li>Reid Nelson</li> <li>Erik Schmitz</li> <li>Praju Tuladhar</li> <li>Jediah Hankin</li> </ol> <b>Optional:</b> <ol style="list-style-type: none"> <li></li> </ol>	<b>PIN</b> <ul style="list-style-type: none"> <li>XXXX XX XXXX</li> </ul> <b>Phone:</b> <ul style="list-style-type: none"> <li>US: +1- 206-266-2000</li> <li>US Toll Free: +1-855-552-4463</li> <li>International: <a href="https://chime.aws/dialinnumbers/">https://chime.aws/dialinnumbers/</a></li> </ul> <b>Conference Room Info</b> <ul style="list-style-type: none"> <li>XXXX XX XXXX</li> </ul>



## Updates to Invite

- XXXX – Invite Sent

**From:** Munnich, Kerry <[munnichk@amazon.com](mailto:munnichk@amazon.com)>  
**Sent:** Tuesday, January 12, 2021 1:47 PM  
**To:** Baidwan, Nikki <[nikbai@amazon.com](mailto:nikbai@amazon.com)>  
**Subject:** RE: Baidwan, Nikki has shared 'Lindsay Org Meeting Request form-041020'

Hi Nikki,  
FYI, we have Feb 11, 9-11am PT on hold for this meeting. This was all that Dave C has available. I'll send the meeting invite tomorrow.

Thank you,  
Kerry

**From:** Munnich, Kerry  
**Sent:** Tuesday, January 5, 2021 3:55 PM  
**To:** Baidwan, Nikki <[nikbai@amazon.com](mailto:nikbai@amazon.com)>  
**Subject:** RE: Baidwan, Nikki has shared 'Lindsay Org Meeting Request form-041020'

Thank you!  
I'll work with Nicole on availability and get back to you.  
Going forward, please copy and paste the form directly into the email. Due to the amount of meeting requests we receive this is much easier and more efficient process on our end.  
Cheers,  
Kerry

**From:** Baidwan, Nikki <[nikbai@amazon.com](mailto:nikbai@amazon.com)>  
**Sent:** Tuesday, January 5, 2021 3:51 PM  
**To:** Moeller, Caroline <[cmmoell@goodreads.com](mailto:cmmoell@goodreads.com)>; Munnich, Kerry <[munnichk@amazon.com](mailto:munnichk@amazon.com)>  
**Cc:** Baidwan, Nikki <[nikbai@amazon.com](mailto:nikbai@amazon.com)>  
**Subject:** Baidwan, Nikki has shared 'Lindsay Org Meeting Request form-041020'

Hi Kerry, here is the meeting request form I filled out. I left the Chime and Conference Room info out as I assume you will use Jamil's Chime for this. I suspect more folks may want to get added, but wanted to get this to you to get the dates locked in and we can add other people if needed later. Let me know if this works and thanks for your help!

Open [Lindsay Org Meeting Request form-041020.docx](#)

Follow this document to get updates in your newsfeed.

# Attachment 16

**From:** Hankin, Jediah [/O=AMAZON/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=6D8A7E7FD51B4C61A80716923BFEB52C-JEDIAHH]  
**Sent:** 1/20/2021 4:21:16 PM  
**To:** Malhotra, Neel [neelmal@amazon.com]; Gotschall, Mary Pat [marypat@amazon.com]; Cunningham, Ivy [ivycunni@amazon.com]; Baidwan, Nikki [nikbai@amazon.com]; Nelson, Reid [reidn@amazon.com]; Moeller, Caroline [cmmoell@goodreads.com]; Schmitz, Erik [eschmitz@amazon.lu]; Boulis, Anthony [boulis@amazon.com]; Dunn, Marla [mpdunn@amazon.com]  
**Subject:** RE: Draft Reviews: Clarity Working Group for Clark Review on 11-Feb (Privileged & Confidential)

Thanks all for the input.

For now, I am opting to include in the narrative since we discussed this morning about needing leadership feedback on our overall approach moving forward (ie with the initiatives including key customer journey redesigns, is this sufficient to raise the bar on CX?). This approach with initiatives listed would cover all three classes of problems.

An alternative is that we keep clarity in signups and renewal reminders (both to be measured through benefit engagement and Nostradamus) and move clarity in cancellation to an FAQ appendix.

**From:** Malhotra, Neel <neelmal@amazon.com>  
**Sent:** January 20, 2021 3:19 PM  
**To:** Gotschall, Mary Pat <marypat@amazon.com>; Cunningham, Ivy <ivycunni@amazon.com>; Baidwan, Nikki <nikbai@amazon.com>; Hankin, Jediah <jediahh@amazon.com>; Nelson, Reid <reidn@amazon.com>; Moeller, Caroline <cmmoell@goodreads.com>; Schmitz, Erik <eschmitz@amazon.lu>; Boulis, Anthony <boulis@amazon.com>; Dunn, Marla <mpdunn@amazon.com>  
**Cc:** Malhotra, Neel <neelmal@amazon.com>  
**Subject:** Re: Draft Reviews: Clarity Working Group for Clark Review on 11-Feb (Privileged & Confidential)

Just to be clear, agree on including it but the question is that should it be in the main narrative for specific inputs from senior leaders, or in the FAQs to raise visibility? My recommendation is for the later.

Additionally, we already have simplification of cancel flow as part of 2021 roadmap so that should help further improve member CX. Given clarity is a P&C topic, we can also bring forward the same level of details as part of this doc as needed. So we don't necessarily need any decision from the intended audience of this review, and for visibility purpose a FAQ could answer any questions that may arise due to recent news coverage]. Hope this helps, happy to discuss further.

Neel

**From:** "Gotschall, Mary Pat" <marypat@amazon.com>  
**Date:** Wednesday, January 20, 2021 at 2:44 PM  
**To:** "Malhotra, Neel" <neelmal@amazon.com>, "Cunningham, Ivy" <ivycunni@amazon.com>, "Baidwan, Nikki" <nikbai@amazon.com>, "Hankin, Jediah" <jediahh@amazon.com>, "Nelson, Reid" <reidn@amazon.com>, "Moeller, Caroline" <cmmoell@goodreads.com>, "Schmitz, Erik" <eschmitz@amazon.lu>, "Boulis, Anthony" <boulis@amazon.com>, "Dunn, Marla" <mpdunn@amazon.com>  
**Subject:** Re: Draft Reviews: Clarity Working Group for Clark Review on 11-Feb (Privileged & Confidential)

While I like the suggestion to lead/focus on one class of problem for the review (e.g. sign up clarity), I believe we should also include the cancel flow is important right now esp. due to the recent news (plus cancellation should be crystal clear if a customer didn't mean to sign up).

#### **Amazon faces legal challenge over Prime cancellation policy**

Consumer watchdogs say the manipulative "dark pattern" design makes it hard for people to end membership.



Read in BBC News: <https://apple.news/AkxUbuHs4Tz68rhZ9XSGaw>

Consumer Groups Target Amazon Prime's Cancellation Process  
<https://www.nytimes.com/2021/01/14/world/europe/amazon-prime-cancellation-complaint.html?referringSource=articleShare>

---

**From:** "Malhotra, Neel" <[neelmal@amazon.com](mailto:neelmal@amazon.com)>

**Date:** Wednesday, January 20, 2021 at 2:11 PM

**To:** "Cunningham, Ivy" <[ivycunni@amazon.com](mailto:ivycunni@amazon.com)>, "Baidwan, Nikki" <[nikbai@amazon.com](mailto:nikbai@amazon.com)>, "Hankin, Jediah" <[jediahh@amazon.com](mailto:jediahh@amazon.com)>, Reid Nelson <[reidn@amazon.com](mailto:reidn@amazon.com)>, "Moeller, Caroline" <[cmmoell@goodreads.com](mailto:cmmoell@goodreads.com)>, "Schmitz, Erik" <[eschmitz@amazon.lu](mailto:eschmitz@amazon.lu)>, "Boulis, Anthony" <[boulis@amazon.com](mailto:boulis@amazon.com)>

**Cc:** "Gotschall, Mary Pat" <[marypat@amazon.com](mailto:marypat@amazon.com)>, "Malhotra, Neel" <[neelmal@amazon.com](mailto:neelmal@amazon.com)>

**Subject:** Re: Draft Reviews: Clarity Working Group for Clark Review on 11-Feb

+1 to the proposed structure, and good discussion this morning. One suggestion to further simplify would be to lead / focus on only one class of problem for this review (i.e., sign up clarity). This can help tighten the narrative and what we actually want to get alignment on. Other known frustrations (e.g., cancel flow, could be covered as FAQs (e.g., what other areas or frustration we are paying attention to ?), in case we want to raise visibility (else these could be left out for this review if no urgent input from senior leaders is needed at this point).

---

**From:** "Cunningham, Ivy" <[ivycunni@amazon.com](mailto:ivycunni@amazon.com)>

**Date:** Wednesday, January 20, 2021 at 10:53 AM

**To:** "Baidwan, Nikki" <[nikbai@amazon.com](mailto:nikbai@amazon.com)>, "Hankin, Jediah" <[jediahh@amazon.com](mailto:jediahh@amazon.com)>, "Nelson, Reid" <[reidn@amazon.com](mailto:reidn@amazon.com)>, "Moeller, Caroline" <[cmmoell@goodreads.com](mailto:cmmoell@goodreads.com)>, "Schmitz, Erik" <[eschmitz@amazon.lu](mailto:eschmitz@amazon.lu)>, "Boulis, Anthony" <[boulis@amazon.com](mailto:boulis@amazon.com)>, "Malhotra, Neel" <[neelmal@amazon.com](mailto:neelmal@amazon.com)>

**Cc:** "Gotschall, Mary Pat" <[marypat@amazon.com](mailto:marypat@amazon.com)>

**Subject:** RE: Draft Reviews: Clarity Working Group for Clark Review on 11-Feb

Thanks Nikki. Copying in my notes from your comments on the call because I think they are spot-on:

[Intro needs to set up the problem]: This (subscription clarity) is an Issue, we've known about it, but the metrics we use today don't show a comprehensive (negative) customer impact. So we have these ad hoc anecdotes and metrics that make us concerned, but when we attempt to solve it – the business impact is too large.

[plan] We have a proposed approach moving forward – clarity score, other things we are planning (Ava efforts to proactively find and send to cancel flow), redo cancel flow. Checkout redesign with grupa. [this is one class of things we want feedback on.]

Second area we want feedback is HTD – how quickly do we move? Do we take a one time hit (to our baseline) and develop a new baseline to improve/innovate against? Or are we okay to let it linger and tackle with Grupa (1 yr out). Risk here is we don't know when/if this could erupt.

Also thought the conversation around the previous JAW discussion was helpful – here are my notes on that:

Previous feedback in Dec 2019 (1 yr ago) – don't pull the bandaid off. Don't do a one-way door. JAW guidance was do it slowly, and test our way to into it. However, in contrast to that [dec 2019 proposal], some of what we are proposing are two-way doors. Different than back-stop CX. We should call out that this is not just one template that we can slowly test into. It's 1000s of templates worldwide. We could incrementally test into all of those, but will take time and effort away from innovation. There is a resource/innovation cost to doing it incrementally – and from what we know, we can't test out of these patterns.

A summary of the challenge we are looking for feedback on that I found helpful on the call:

The friction we face [that we want leadership feedback on]: we know the paid member impact [of implementing clarity changes], but don't know the customer value/benefit [can't measure the clarity impact and associated impact to long term customer trust]. We can do more [to improve clarity], but can't measure the upside. Do we lean in (customer obsessed) or wait until we can measure?

---

**From:** Baidwan, Nikki <[nikbai@amazon.com](mailto:nikbai@amazon.com)>

**Sent:** Wednesday, January 20, 2021 8:55 AM

**To:** Hankin, Jediah <[jediahh@amazon.com](mailto:jediahh@amazon.com)>; Nelson, Reid <[reidn@amazon.com](mailto:reidn@amazon.com)>; Cunningham, Ivy <[ivycunni@amazon.com](mailto:ivycunni@amazon.com)>; Moeller, Caroline <[cmmoell@goodreads.com](mailto:cmmoell@goodreads.com)>; Schmitz, Erik <[eschmitz@amazon.lu](mailto:eschmitz@amazon.lu)>; Boulis, Anthony <[boulis@amazon.com](mailto:boulis@amazon.com)>; Malhotra, Neel <[neelmal@amazon.com](mailto:neelmal@amazon.com)>

**Subject:** RE: Draft Reviews: Clarity Working Group for Clark Review on 11-Feb

Here is my proposed structure for the document

1. Intro
2. Class of problems
  - a. Clarity at signup
  - b. Renewal reminders
  - c. Problems cancelling
3. Efforts and Insights
  - a. Efforts have been adHoc, alternating between content only and product only solves
- i. Lucent
- ii. ASINization
- iii. 2020 content experiments again
- iv. Other product initiatives
  - b. We've relied on business metrics only, hoping that a decline in signups would balance out by improved yield. This has not been the case and changes have not stuck. Indicate the need for better / different metrics
  - c. Need a revolutionary vs evolutionary approach
- i. UPDP experiments
  4. Approach moving forward
    - a. North Star
    - b. Initiatives
- i. Automated enforcement of clarity guidelines
- ii. Tracking clarity through benefit engagement and Nostradamus
- iii. Redesigning key customer journeys
  1. Checkout with Gurupa is being planned
  2. Cancel flow and Ava
  3. Renewal emails, if any
  5. HDT
    - a. Signup clarity – How quickly do we want to tackle signup clarity? One time hit with estimated WW impact? Do it slowly over time? Tackle as part of Gurupa redesign?

-----Original Appointment-----

**From:** Hankin, Jediah <[jediahh@amazon.com](mailto:jediahh@amazon.com)>

**Sent:** Friday, January 15, 2021 12:04 PM

**To:** Hankin, Jediah; Baidwan, Nikki; Nelson, Reid; Gotschall, Mary Pat; Cunningham, Ivy; Moeller, Caroline; Schmitz, Erik; Boulis, Anthony; Malhotra, Neel

**Cc:** Hills, Benjamin

**Subject:** Draft Reviews: Clarity Working Group for Clark Review on 11-Feb

**When:** Wednesday, January 20, 2021 8:00 AM-9:00 AM (UTC-08:00) Pacific Time (US & Canada).

**Where:** 2594 67 1251

Hi team,

Scheduling an initial draft review in preparation for our Clark review on 2/11. I will send the draft Quip prior to the meeting.

Reference information

- [Workback Schedule](#) (Note: Meeting Dates that have been confirmed are noted in column F)
- [OARPI](#)

You have been invited to an online meeting, powered by Amazon Chime.

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Click to join the meeting: <https://chime.aws/2594671251>

Meeting ID: 2594 67 1251

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Meeting ID: 2594 67 1251

One-click Mobile Dial-in (United States (1)): +1 206-462-5569,,,2594671251#

United States (1): +1 206-462-5569

International: <https://chime.aws/dialinnumbers/>

Dial-in attendees must enter \*7 to mute or unmute themselves.

To connect from an in-room video system, use one of the following Amazon Chime bridges:

SIP video system: [2594671251@meet.chime.in](mailto:2594671251@meet.chime.in) or meet.chime.in

H.323 system: 13.248.147.139 or 76.223.18.152

If prompted enter the Meeting PIN: 2594671251#

Download Amazon Chime at <https://aws.amazon.com/chime/download>

For information about creating an Amazon Chime account, see <https://aws.amazon.com/chime/getting-started>



# Attachment 17

# Chat with "Moeller, Caroline"

## <cmmoell@amazon.com> and 2 more addresses on July 14, 2021

Moeller, Caroline and Baidwan, Nikki

Earliest item: 2021-07-14 06:57:15

Latest item: 2021-07-14 17:22:18

All Parties:

Moeller, Caroline <cmmoell@amazon.com>

Baidwan, Nikki <nikbai@amazon.com>

Wednesday 14 July 2021

**Baidwan, Nikki <nikbai@amazon.com>**

Morning - is the doc still called document? Was looking for the latest version

06:57:15

**Moeller, Caroline <cmmoell@amazon.com>**

yes, heres the link:

<https://share.amazon.com/sites/ContentTesting/Shared%20Documents/True%20SPC%20CX%20Implementation/Document.docx?web=1>

07:04:46

**Moeller, Caroline <cmmoell@amazon.com>**

im seeing two different versions from that link and the one you shared

07:06:36

**Baidwan, Nikki <nikbai@amazon.com>**

Thanks - renamed this one - here is the link I am now working on

<https://share.amazon.com/sites/ContentTesting/Shared%20Documents/True%20SPC%20CX%20Implementation/Privileged%20&%20Confidential%20-%20Prime%20Checkout%20Upsells%20CX.docx?web=1>

07:06:38

**Moeller, Caroline <cmmoell@amazon.com>**



07:07:36

**Moeller, Caroline <cmmoell@amazon.com>**

i would like to discuss the plan to socialize with locale leads, as that's where there will be a lot of pushback / requests to experiment

07:27:12

**Baidwan, Nikki <nikbai@amazon.com>**

Want to see doc and deck before I share? feel free to lead the discussion

07:27:25

**Moeller, Caroline <cmmoell@amazon.com>**

sure

07:27:40

**Baidwan, Nikki <nikbai@amazon.com>**

[Privileged & Confidential - Prime Checkout Upsells CX.pdf](#)

Privileged & Confidential - Prime Checkout Upsells CX.pdf - This file type is not supported for embedded threading. See attached child.

07:29:13

**Baidwan, Nikki <nikbai@amazon.com>**

[Prime Upsells in Checkout 7.14.21.pdf](#)

Prime Upsells in Checkout 7.14.21.pdf - This file type is not supported for embedded threading. See attached child.

07:29:17

**Moeller, Caroline <cmmoell@amazon.com>**

is that the same ppt i sent last night? looks like slide 16 got cut off again but i thought i had updated

07:31:06

**Baidwan, Nikki <nikbai@amazon.com>**

Yeah I think its the same one. Let me send the ppt version

07:31:34

**Baidwan, Nikki <nikbai@amazon.com>**

[Prime Upsells in Checkout 7.15.21.pptx](#)

Prime Upsells in Checkout 7.15.21.pptx - This file type is not supported for embedded threading. See attached child.

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07:32:05

**Baidwan, Nikki** <nikbai@amazon.com>

Feel free to pdf and send once you're done. I saved versions to my hard disk but we should keep a record of these on SP somewhere too so we can track decisions made and dates

07:33:15

**Moeller, Caroline** <cmmoell@amazon.com>

saved a pdf of my version - lmk if you made other edits

07:33:54

**Moeller, Caroline** <cmmoell@amazon.com>

but its not cut off now

07:33:57

**Moeller, Caroline** <cmmoell@amazon.com>

[Prime Upsells in Checkout.pdf](#)

Prime Upsells in Checkout.pdf - This file type is not supported for embedded threading. See attached child.

07:34:09

**Baidwan, Nikki** <nikbai@amazon.com>

I added a text box with changes that were addressed on the TrueSPC mocks - do you see those?

07:36:10

**Moeller, Caroline** <cmmoell@amazon.com>

ok - added

07:37:57

**Moeller, Caroline** <cmmoell@amazon.com>

[Prime Upsells in Checkout CX.pdf](#)

Prime Upsells in Checkout CX.pdf - This file type is not supported for embedded threading. See attached child.

07:38:06

**Moeller, Caroline** <cmmoell@amazon.com>

and made some small formatting changes here

[Privileged & Confidential - Prime Checkout Upsell CX Satisfaction.pdf](#)

Privileged & Confidential - Prime Checkout Upsell CX Satisfaction.pdf - This file type is not supported for embedded threading. See attached child.

07:40:00

**Baidwan, Nikki** <nikbai@amazon.com>

Ok let's send

07:40:18

**Moeller, Caroline** <cmmoell@amazon.com>

are you sending ? or want me to

07:40:29

**Baidwan, Nikki** <nikbai@amazon.com>

Go ahead and send

07:40:36

**Moeller, Caroline** <cmmoell@amazon.com>

kk

07:40:40

**Moeller, Caroline** <cmmoell@amazon.com>

did you want to set context to kick things off, or anything specific i should call out ?

07:49:56

**Baidwan, Nikki** <nikbai@amazon.com>

I think just indicate that this is to get alignment on plan and timing of changes we have already agreed on. we are trying to keep things as simple as possible to get the CX to par and mainly want to get feedback on approach and timing.

07:53:38

**Moeller, Caroline** <cmmoell@amazon.com>

ok

07:54:08

**Baidwan, Nikki** <nikbai@amazon.com>

Let's try to wrap early if we can :-) Not sure we need the full 90 mins

07:55:20

**Moeller, Caroline** <cmmoell@amazon.com>

agreed

07:55:53

**Baidwan, Nikki** <nikbai@amazon.com>

So annoying

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Baidwan, Nikki <nikbai@amazon.com> 08:44:45  
Sabotaging this for Sleeve

Moeller, Caroline <cmmoell@amazon.com> 08:45:06  
is sleeve compatible w snare yet ?

Baidwan, Nikki <nikbai@amazon.com> 08:46:19  
we are literally debating Sleeve vs CC in a separate meeting

Moeller, Caroline <cmmoell@amazon.com> 08:46:59  
??

Moeller, Caroline <cmmoell@amazon.com> 08:58:37  
what is he even saying

Baidwan, Nikki <nikbai@amazon.com> 08:58:41  


Baidwan, Nikki <nikbai@amazon.com> 08:59:00  
Let's push to wrap - we are just dragging now

Baidwan, Nikki <nikbai@amazon.com> 09:16:38  
Good job on the review today

Baidwan, Nikki <nikbai@amazon.com> 12:45:36  
Was going to ping you on Erik

Moeller, Caroline <cmmoell@amazon.com> 12:46:07  
thanks

Moeller, Caroline <cmmoell@amazon.com> 12:46:15  
the intl expansion piece ?

Moeller, Caroline <cmmoell@amazon.com> 12:46:20  
or cc vs sleeve

Baidwan, Nikki <nikbai@amazon.com> 12:46:30  
International

Moeller, Caroline <cmmoell@amazon.com> 12:46:46  
im fine to have fede drive that, jsut want to be looped in so i make sure its done

Baidwan, Nikki <nikbai@amazon.com> 12:47:25  
Yes let's be clear that they are taking responsibility for specific locales and Fede needs to report back progress to you as he goes

Baidwan, Nikki <nikbai@amazon.com> 12:49:36  
I'll tell Erik Fede is dotted line to you for the duration of this project

Moeller, Caroline <cmmoell@amazon.com> 12:50:34  
does llew spend all his time clicking on prime CXs ?

Moeller, Caroline <cmmoell@amazon.com> 15:45:43  
pretty sure thats christy or juans team, ill reach out to them and ive asked mckenzie if she can figure out who owns through symphony

Baidwan, Nikki <nikbai@amazon.com> 15:46:02  
:-) I told rex the card on Gateway was our team

Moeller, Caroline <cmmoell@amazon.com> 15:58:41  
Talked to Ryan and Madison, and it went well - they're both really excited

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16:47:27

**Baidwan, Nikki** <nikbai@amazon.com>

Good. I was thinking through the name of the team - naming it right/exciting but not invalidating for the broader team is important I think 🤔

17:13:42

**Baidwan, Nikki** <nikbai@amazon.com>

I was trying to make it the EAT team but couldn't think of an A instead of Opportunities

17:14:29

**Moeller, Caroline** <cmmoell@amazon.com>

Hahah

17:22:18

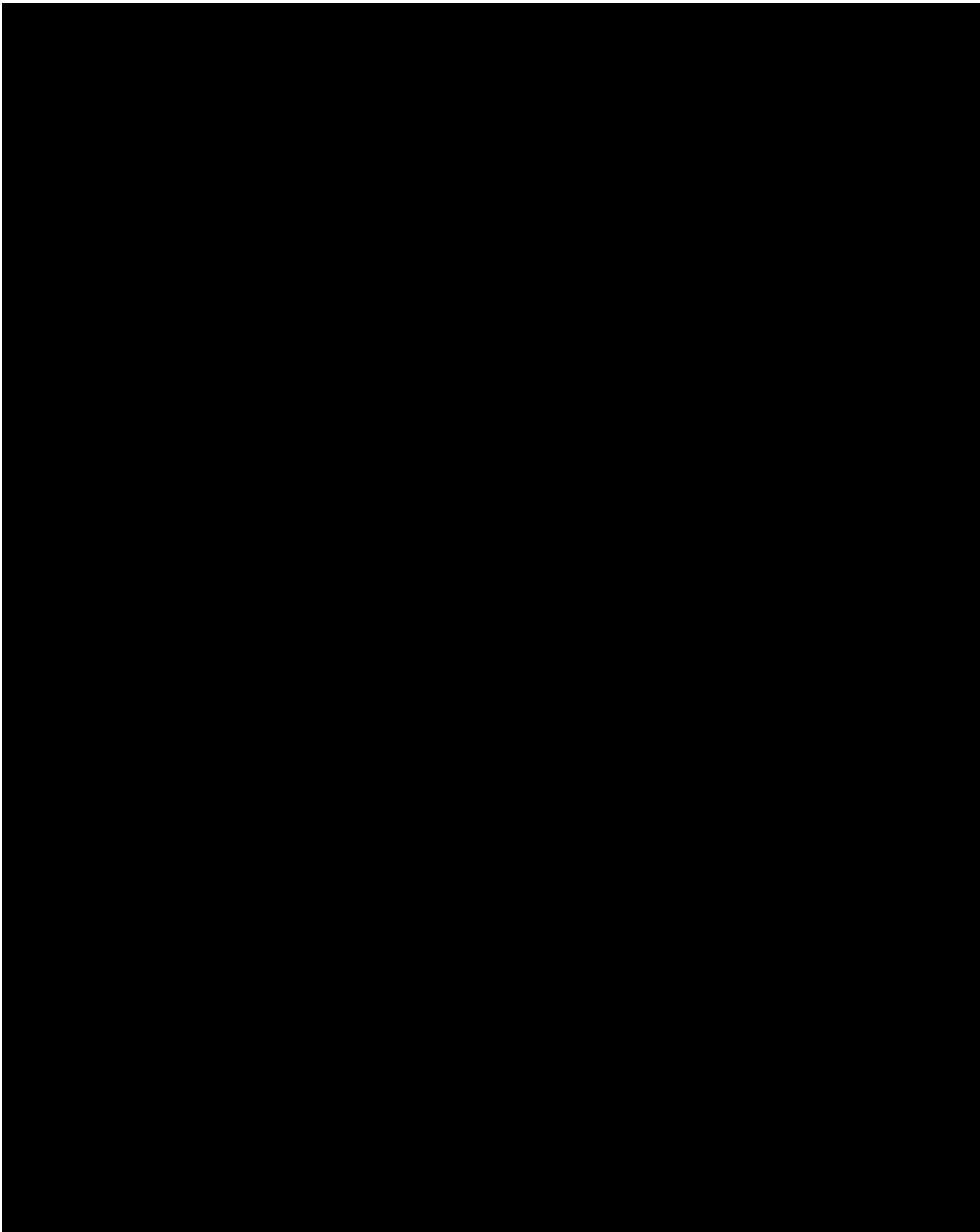
**End Thread**

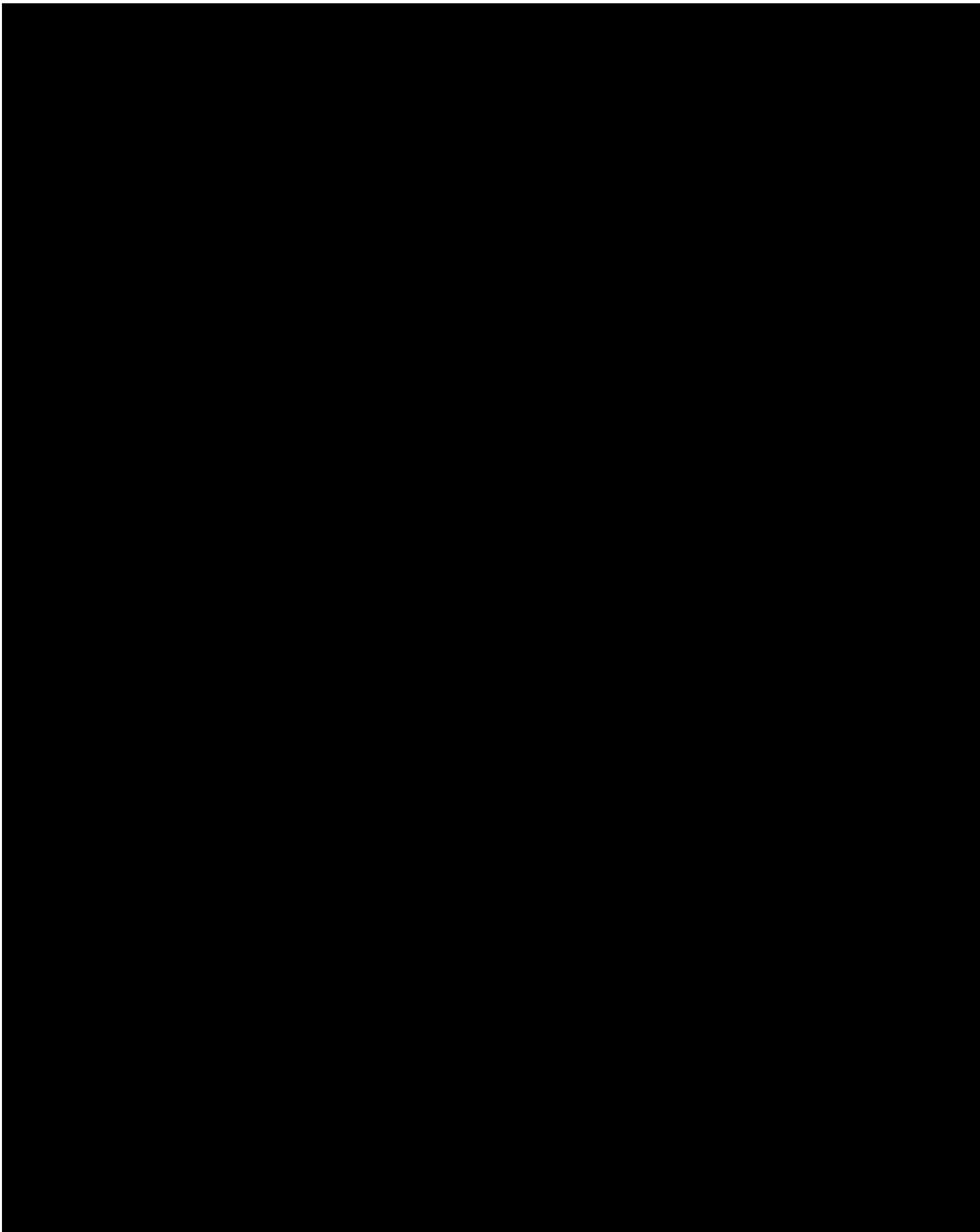
**Thread Statistics**

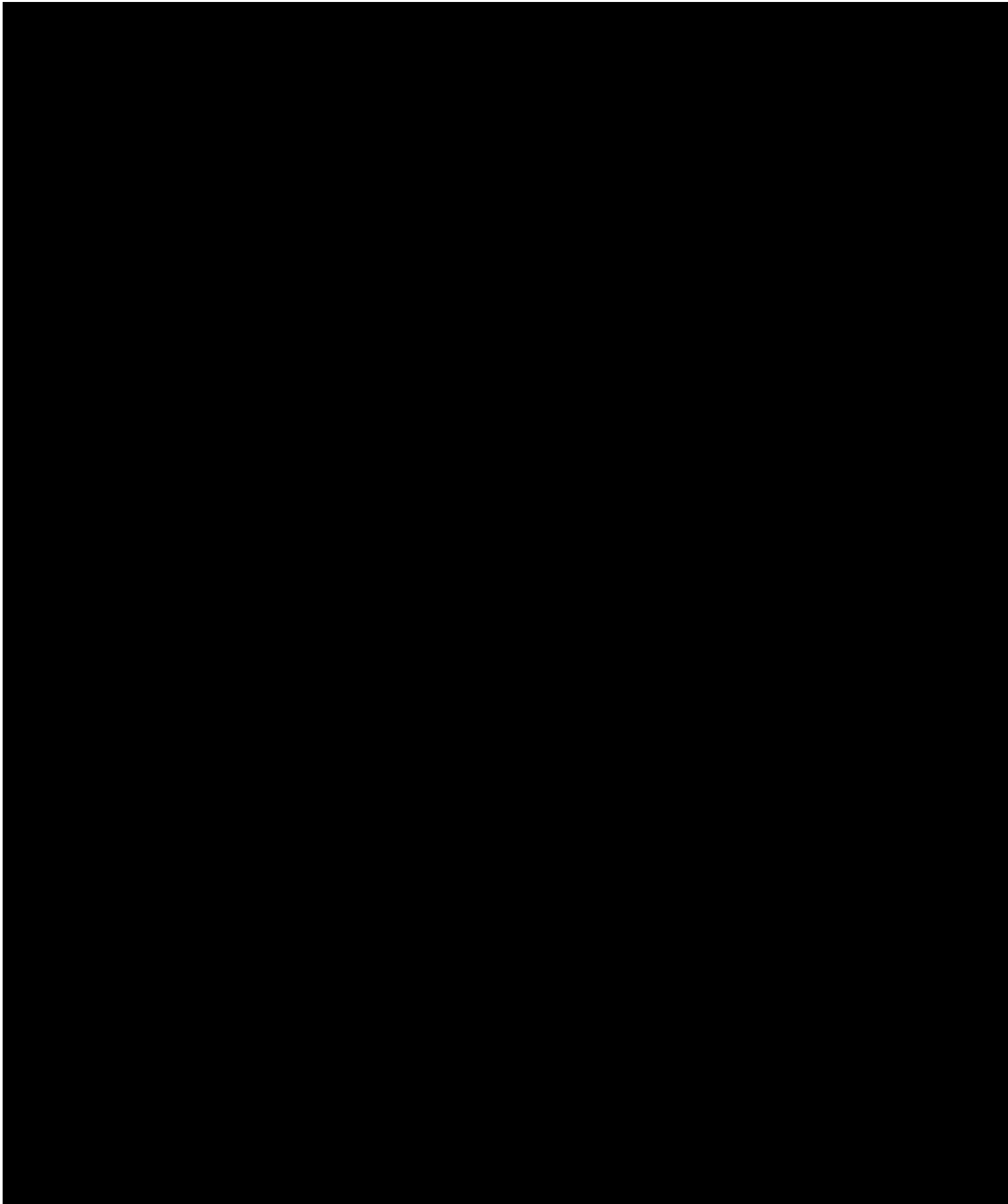
Instant Message Count 54

# Attachment 18









[REDACTED]

[REDACTED]

# Attachment 19

1 FEDERAL TRADE COMMISSION

2

3 In the Matter of: )

4 AMAZON.COM, INC. ) No. 2123050

5 -----)

6

7 August 16, 2022

8

9 Investigational Hearing

10 REID NELSON

11

12 Federal Trade Commission

13 Henry M. Jackson Federal Building

14 915 Second Avenue, Suite 2896

15 Seattle, Washington

16

17

18

19

20

21

22

23

24 REPORTED BY: Wade J. Johnson, RPR

25 CCR No.: 2574



Nelson

Amazon.com, Inc.

8/16/2022

1 it being the same design, is what called our attention to  
2 this being a global issue.

3 Further, in 2017, our team ran follow-up research  
4 in the U.S. specifically with non-Prime customers and  
5 observed customers critiquing some of the ways that that page  
6 was designed in terms of how the contractual obligations were  
7 presented, the no thanks was presented, and the upsell CTA  
8 designs.

9 Q. To what extent, if at all, were the concerns that  
10 you had about consumers not appreciating the terms and  
11 conditions relayed to SVPs?

12 A. In 2019, we presented -- when I say we, Sara  
13 Kleiner, and Masuma -- presented a document to Russ. And in  
14 that document, it spoke to some of the challenges around  
15 people clicking on things without having fully read what was  
16 on the page.

17 Q. Were there other instances in which you made SVPs  
18 aware of this issue, besides the 2019 meeting?

19 A. Me personally?

20 MS. VANDRUFF: Objection. Misstates --

21 Q. Let me withdraw question.

22 Were there other instances in which you were aware  
23 that executives were made aware of this issue, other than one  
24 you've just identified for me?

25 A. Yes.

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Amazon.com, Inc.

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1 Q. What are those?

2 A. You're saying SVPs, specifically?

3 Q. SVPs specifically.

4 A. In 2021, there was a review at the Dave Clark  
5 level, the C Team, that Llew Mason was in attendance, Jamil  
6 Ghani was in attendance, and Dave Clark -- and I cannot speak  
7 to who else was there -- but those were kind of the primary  
8 content sponsors, so to speak, and Dave Clark being the  
9 primary reviewer.

10 And the goal of -- the objective of that  
11 conversation was to present some of the challenges related to  
12 design and business impact pertaining to the UPDP upsells.

13 Q. What's the C Team?

14 A. The C Team, as I understand it, was sort of top  
15 SVP, CEO level, key leaders. I can't speak more to what it  
16 is beyond that. I just heard it referenced as C Team, and I  
17 know it was a lot of the bigwigs.

18 Q. Other than the 2019 meeting that you testified  
19 about with Mr. Grandinetti and the 2021 meeting with  
20 Mr. Clark, are there other instances?

21 MS. VANDRUFF: Object to form. Vague.

22 You may answer the question.

23 A. Yes. Not by my team, not by me personally.

24 Q. What are the other instances that you are referring  
25 to?

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1 A. That would be the Dave Clark C Team review in 2021.

2 Q. Is it your understanding that the Dave Clark C Team  
3 review in 2021 was an outgrowth of what took place in the  
4 summer of 2019, or are they separate escalations?

5 A. It is an outgrowth continuation of what started in  
6 2016.

7 Q. And by the time it reached -- well, at the time --  
8 when it reached Mr. Clark in 2021, it's your understanding  
9 that Mr. Clark did have the authority to direct Prime to do  
10 various things?

11 A. It is.

12 Q. Let me direct to you page 9 on, and then we're  
13 going to go to kind of the top here. And let me see if I can  
14 short-circuit this a little bit.

15 This is reporting some of the results from the  
16 Project Lucent test, correct?

17 A. Correct.

18 Q. And even though you didn't conduct those tests  
19 yourself, you were familiar with them at around the time this  
20 document was prepared?

21 A. Oh, yes.

22 Q. You've reviewed the results and studied them?

23 A. Yes.

24 Q. I think we said this, but CTA stands for call to  
25 action?

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1 A. Yeah. Heartbeat --

2 Q. Yes.

3 A. -- is a tool within the customer service  
4 organization whereby, if you have permissions as an analyst,  
5 you can type in certain keywords and select certain customer  
6 feedback channels and search for relevant, potentially  
7 relevant, verbatims and chats, phone calls. You could search  
8 social media. You can search customer service contacts. You  
9 can search customer reviews, even like product reviews, app  
10 reviews, for like the app store, any number of VOC channels.

11 Q. So Heartbeat is a database or compilation of VOC  
12 channels?

13 A. Correct.

14 Q. Is Heartbeat available to everyone at Amazon?

15 A. You have to request permissions. I don't know if  
16 there's limitations to getting those permissions.

17 Q. Back to two other things before I lose track of  
18 this. Do you have an understanding of approximately when the  
19 Dave Clark meeting occurred?

20 A. It was probably in May.

21 Q. I'm not trying to sort of challenge you.

22 A. Yeah.

23 Q. Do you know that it occurred based on conversations  
24 you had with people, or are you assuming it occurred?

25 A. It occurred.

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1 Q. Tell me how --

2 A. Based on we asked for an update from that team, not  
3 from Dave Clark, but from Nikki. We wanted to know what  
4 happened in the meeting.

5 Q. And what did Nikki tell you?

6 A. She set up time to give us an update, and we met as  
7 a group with Mary Pat and myself. I don't remember who else  
8 was in that meeting, other than Nikki, Nikki and -- I don't  
9 think Ben was there, maybe Caroline. And the specifics of  
10 exactly what she gave us -- she didn't go into a great deal  
11 of detail, but there seemed to be alignment from Dave that  
12 they should not use confirmshaming-type of language in the no  
13 thanks CTA. And that price and auto renew were fair game to  
14 show in primary body content, not just in fine print. And  
15 that Dave and/or other leaders -- there was consensus that  
16 the button text need to still have a benefit in it, such as  
17 like getting free shipping. Like I remember a quote that she  
18 was citing -- of course, this is sort of second handled, of  
19 course -- but something along the lines of, Why wouldn't we  
20 state a benefit near that button? In this case, shipping  
21 being the primary benefit that's being offered in UPDP.

22 So there seemed -- she didn't directly state that  
23 he didn't want the no thanks to become a button or anything  
24 like that, but it seemed like the focus from Dave was, you  
25 know, we'll still make sure the button has a benefit in it

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Amazon.com, Inc.

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1 and that the no thanks at least doesn't use somewhat  
2 misleading language and that price and auto renew are  
3 visible.

4 Q. To your knowledge, were those changes implemented?

5 A. The changes that have been implemented that I've  
6 seen are basically those. They've add the word "with Prime,"  
7 to the button, to the yellow button, to attempt to help  
8 convey what that's doing.

9 Q. But changes beyond the ones that you just  
10 enumerated as having been approved by Dave Clark have not  
11 been implemented?

12 A. And I should say I don't know that Dave Clark  
13 approved those, but that's what Nikki sort of indicated as  
14 having been discussed in that meeting with Dave Clark. So I  
15 don't know who said what, and I don't know what decisions  
16 were made, but that was her summary to us.

17 What other changes?

18 Q. No, I said that other changes though were not made,  
19 as far as you know?

20 A. Other changes have not been made.

21 Q. Just in general, do you know approximately what  
22 percentage of -- in let's say 2022 -- what percentage of  
23 worldwide Prime members are American Prime members?

24 A. Don't know.

25 Q. Ballpark?

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# Attachment 20

FEDERAL TRADE COMMISSION

2

3 In the Matter of: )

4 AMAZON.COM, INC., ) File No. 212-3050

5 a corporation. )

6 -----)

7 Tuesday, January 17, 2023

8

9 Via Zoom Videoconference

10

11

12 The above-entitled matter came on for  
13 investigational hearing, pursuant to civil  
14 investigative demand, at 8:09 a.m. Eastern Time.

15

16

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19

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24

25

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Kalim

Amazon.com, Inc.

1/17/2023

1 Q. And do you remember who the, quote, driver of  
2 the project was?

3 A. I believe it was Neel Malhotra.

4 Q. And you said Neel Malhotra?

5 A. Neel Malhotra.

6 Q. Okay. Thank you.

7 And who is Mr. Malhotra?

8 A. So he was -- at the time, he was a senior  
9 product manager, part of the, you know, engagement and  
10 retention team.

11 Q. Did you attend the meeting referenced in  
12 Exhibit 12?

13 A. Maybe -- I don't remember. I may have. I  
14 don't -- I can't recall.

15 Q. What do you recall about the topic discussed at  
16 this meeting if you attended?

17 A. I -- I can't comment unless I see the doc.

18 (Exhibit Number 13, AMZN\_00143228-00143233,  
19 4-21-2022 email from Jason King to Omar Kalim, was  
20 marked for identification.)

21 BY MS. JERJIAN:

22 Q. Mr. Kalim, I'm going to show you what's been  
23 marked as Exhibit 13.

24 Let me know when you see the exhibit.

25 A. Yes, I see it.

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Kalim

Amazon.com, Inc.

1/17/2023

1 Q. This is an email from Jason King to you, dated  
2 April 21, 2022; is that correct?

3 A. Correct.

4 Q. Who is Jason King?

5 A. So Jason King was a program manager in  
6 Amazon Prime.

7 Q. The subject line reads "Forward: [Confidential]  
8 Prime Hexagon Update."

9 What is Prime Hexagon?

10 A. "Prime Hexagon" is basically referring to those  
11 headwinds that we just discussed. And it was  
12 specifically -- it was specifically referring to six  
13 headwinds, if I recall, that Prime was facing.

14 Q. What were the six headwinds?

15 A. It's been a while.

16 I think one of them was this Gurupa  
17 deprecation, so the TrueSPC one.

18 Another one was -- there was a project called  
19 Autobahn. I forget what it was about.

20 Then -- what else -- there was one on Google,  
21 Google IAP, if I recall.

22 And there were three others. I don't recall  
23 which ones they were.

24 Q. Okay. I just want to go over I think two of  
25 the ones you mentioned because I had a hard time

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Kalim

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1/17/2023

1 catching them.

2 The second one you mentioned was  
3 Aliban (phonetic)? Can you spell that out for me,  
4 please.

5 A. Autobahn.

6 Q. Oh.

7 A. Autobahn, so A-U-T-O-B-A-H-N.

8 Q. Thank you.

9 And the third one was Google IEP; is that  
10 correct?

11 A. IAP.

12 Q. IAP. Understood.

13 What does "IAP" stand for?

14 A. In-app purchase.

15 Q. What does "Autobahn" reference or mean?

16 A. I don't remember, but I remember it was  
17 related to some payments projects, project, if I  
18 recall. Yeah.

19 Q. Aside from Project Gurupa/TrueSPC, Autobahn and  
20 Google IAP, do you remember any of the other six  
21 headwinds? I think there are three that we're  
22 missing.

23 A. Yeah. I'm trying to recall.

24 I don't remember -- I remember these three.  
25 There were a total of six, but there were three other

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1 projects as well. It's slipped my mind.

2 Q. Okay.

3 Looking at the email that Mr. King sent you, he  
4 actually forwarded you an email that starts on the  
5 second page of Exhibit 13; correct?

6 A. Yes.

7 Q. What is your understanding of the reason  
8 Mr. King forwarded you this email?

9 MR. ANTHONY: Objection. Foundation.

10 THE WITNESS: Sorry. I'm just -- give me just  
11 a minute to go through that email.

12 BY MS. JERJIAN:

13 Q. Sure.

14 (Document review.)

15 A. Yeah, I don't know exactly why he sent me this  
16 email.

17 Q. Did you ask him to forward you this email?

18 A. I don't remember.

19 Q. Did you work with Mr. King?

20 A. Yes, I worked with Jason.

21 Q. How did you work with Jason, in what capacity?

22 A. So there were -- in a couple of capacities.

23 One was, when it came to Hexagon, I was asked  
24 by Ben to basically put together like a view of all the  
25 different headwinds and a status update for Jamil.

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1           So I remember I had reached out to Jason  
2   because he was -- I remember like he was looking at  
3   those headwinds and -- but I don't specifically  
4   remember like him asking to forward me an email, like  
5   this email. But generally speaking, I do remember like  
6   engaging with him on that, because he was close to it.  
7   That was the first capacity.

8           And the second capacity in which I engaged with  
9   him was more with regards to the OP cycle of Prime,  
10   which is basically operating planning for the upcoming  
11   year.

12           So those are the two capacities in which I  
13   worked with him.

14           Q. Okay. Looking at the first email, dated  
15   April 21, in Exhibit 13, you -- strike that.

16           Looking at Exhibit 13, do you see the first  
17   sentence that states, "Hi Omar, The most updated  
18   information on headwinds is in the update below"?

19           A. Yes.

20           Q. Do you see that?

21           A. I see it.

22           Q. And earlier you testified that there were six  
23   headwinds; is that correct?

24           A. Correct.

25           Q. Do you notice that there are six paragraphs

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1 marked by asterisks in Mr. King's email?

2 A. Correct.

3 Q. Does each paragraph marked with an asterisk  
4 represent a headwind?

5 A. So I'm not sure about CX satisfaction upsell  
6 and cancel being two separate headwinds or whether they  
7 were one. That part I don't remember.

8 Q. Understood.

9 Do you -- if they're not each -- strike that.

10 If CX satisfaction upsell and CX satisfaction  
11 cancel are not separate headwinds, they are  
12 nevertheless a headwind of some kind, as you understand  
13 it; correct?

14 MR. ANTHONY: Object to the form.

15 THE WITNESS: I understood them to be  
16 categorized as headwinds.

17 BY MS. JERJIAN:

18 Q. Why -- strike that.

19 Why is a customer satisfaction -- strike that,  
20 too.

21 Why is the customer experience satisfaction  
22 upsell considered a headwind to Prime?

23 A. So I honestly don't even remember what the  
24 project was. Maybe if I can read it -- it was managed  
25 by a different PM. Maybe if I read it I can understand

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1 what it was.

2 Q. Do you have any knowledge outside of this email  
3 on customer experience satisfaction upsell being a  
4 headwind?

5 A. I don't recall what that project was. I  
6 remember it was discussed, but I don't specifically  
7 remember what it was. As I said, it wasn't -- like I  
8 wasn't managing it.

9 Q. You can go ahead and read that paragraph if it  
10 refreshes your recollection.

11 A. Sorry. Do you mean the CX satisfaction upsell  
12 or the CX satisfaction cancel?

13 Q. Let's start with the upsell. But I will also  
14 be asking you about the cancel.

15 A. Okay.

16 (Document review.)

17 Okay. I've read it.

18 Q. Did reading it refresh your recollection as to  
19 what the customer experience satisfaction upsell  
20 headwind is?

21 A. Yes. But I was -- even then like I didn't -- I  
22 wasn't involved and I didn't know all the full details  
23 of those projects, both of them actually.

24 Q. So just to be clear, you didn't do any work  
25 with respect to the customer experience satisfaction

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